

MARVEL

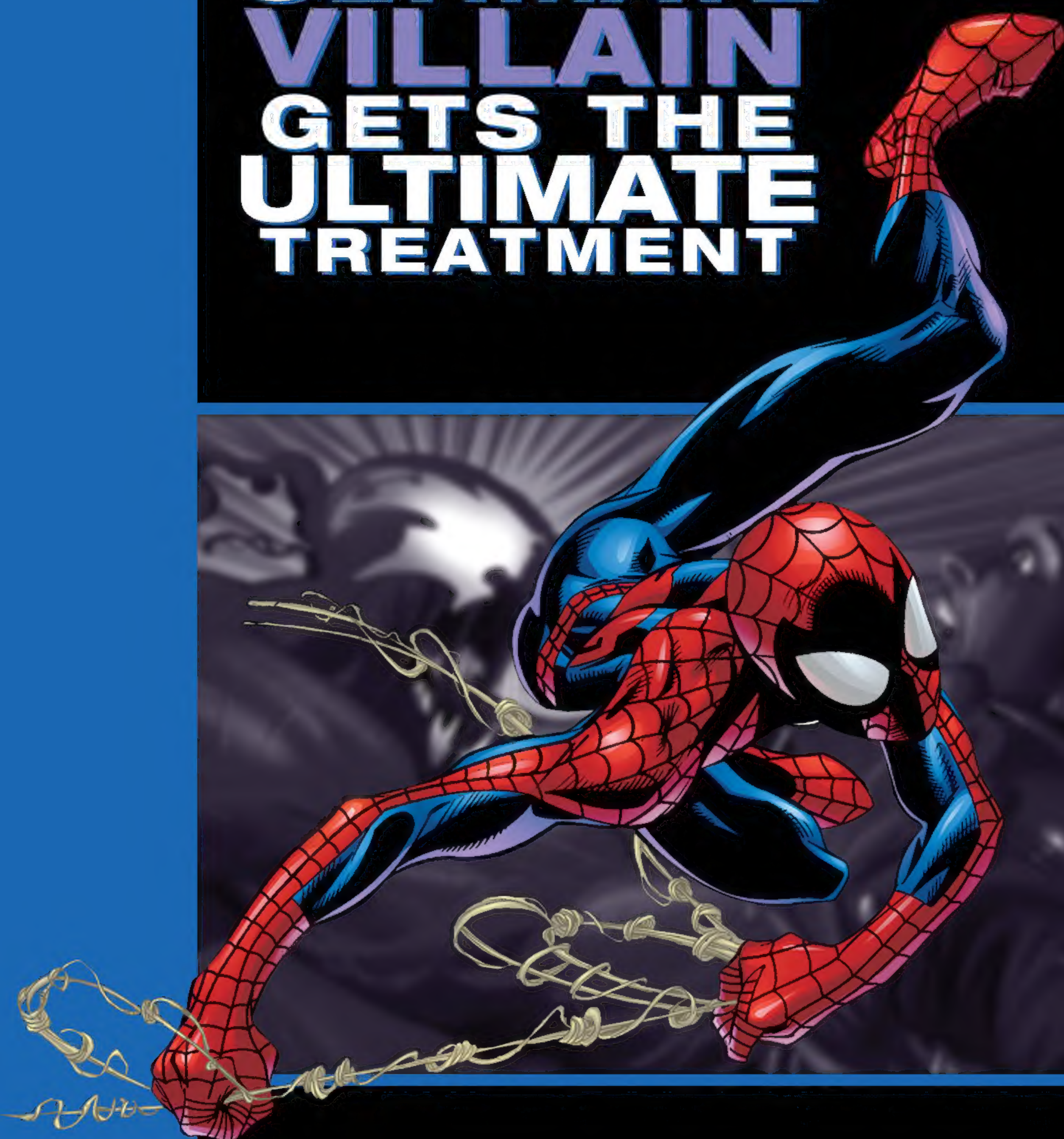
VOL
6

ULTIMATE SPIDER-MAN[®]



VENOM[®]

SPIDER-MAN'S ULTIMATE VILLAIN GETS THE ULTIMATE TREATMENT



The bite of a genetically altered spider granted high-school student Peter Parker incredible, arachnid-like powers: strength, agility, a spider-like sixth sense and the ability to walk on walls. Now a fledgling super hero, Peter tries to balance a full high-school curriculum, a night job as a web designer and swing time as the misunderstood, web-swinging Spider-Man.

After reuniting with childhood friend Eddie Brock, Peter discovers a secret about their fathers' pasts... a black liquid that can transform into a protoplasmic bodysuit, curing any illness, and enhancing the wearer's strength and abilities. When Peter tries to continue his father's work, he accidentally becomes encased in the murky liquid and is rendered nearly unstoppable... but at a terrible price.

Collecting *Ultimate Spider-Man* #33-39, written by Brian Michael Bendis (*Daredevil*) and illustrated by Mark Bagley (*Amazing Spider-Man*).



MARVEL

ULTIMATE SPIDER-MAN®

VOL
6



VENOM®

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ULTIMATE

SPIDER-MAN®

ISSUE
33

ORIGINS



BENDIS
BAGLEY
THIBERT

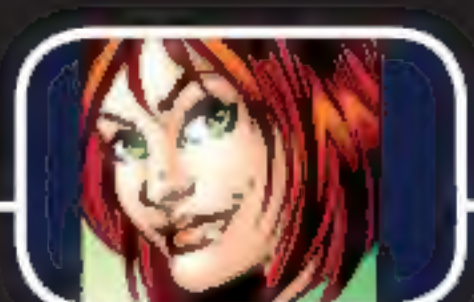
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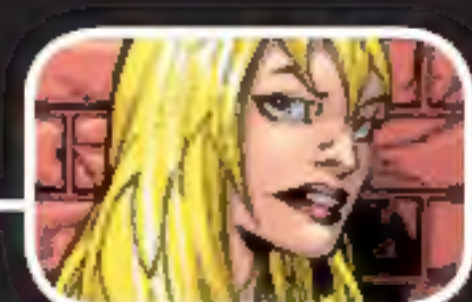
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

ORIGINS

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all-- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets-- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Police Captain Stacy is killed while in pursuit of a burglar who went on a crime spree posing as Spider-Man, leaving his daughter Gwen Stacy orphaned while staying at the Parkers. Aunt May takes pity on the young woman and invites her to live with the Parkers permanently.

After finally defeating the burglar who was posing as Spider-Man, Peter is shocked to find out that Mary Jane Watson, his girlfriend and sole confidant, can't handle the pressure of being Spider-Man's girlfriend and breaks up with him.



STAN LEE PRESENTS: ULTIMATE SPIDER-MAN

Brian Michael Bendis *story*

pencils Mark Bagley Art Thibert & Rodney Ramos *inks*

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

Brian Smith
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration

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She
dumped
me.

ADVANCED
PHYSICS



I can't believe I screwed this up, too.

I have officially screwed up every single part of my life on every conceivable level.

I am screwing up at school. I am screwing up at home.

I failed Harry. I failed Uncle Ben.

The entire world hates me because some idiot was running around robbing banks dressed as me.



And now the one person in the entire world who knows me-- who really *knows* me-- doesn't want *anything* to do with me.

And the killer thing is-- everything MJ said about me is *right*!

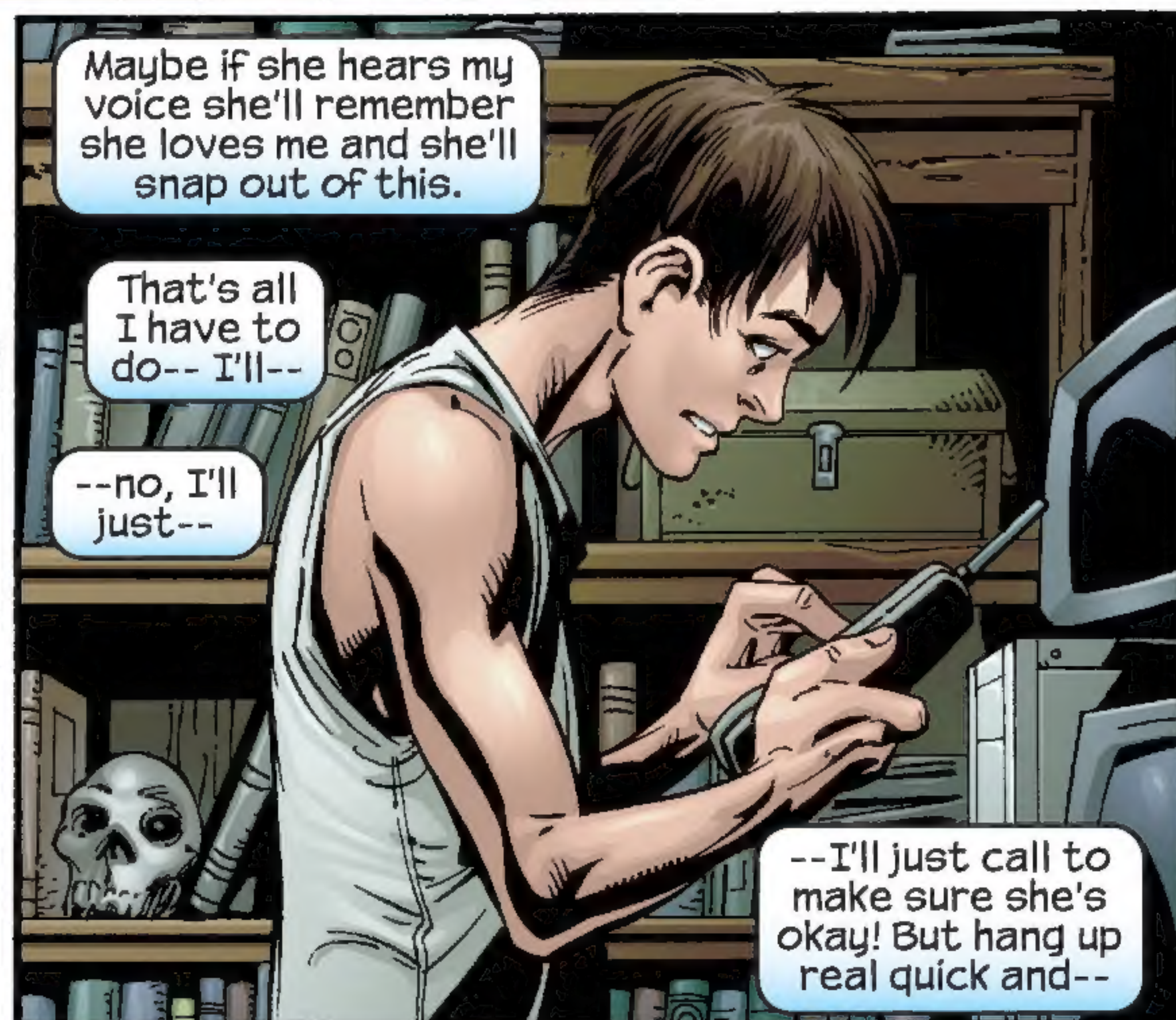
I should have called to her, "You're right!! You're right, MJ!! Just come back and we'll work it out!!"

And instead, I let her walk away.



I should call her!

I gotta hear her voice!



Maybe if she hears my voice she'll remember she loves me and she'll snap out of this.

That's all I have to do-- I'll--

--no, I'll just--

--I'll just call to make sure she's okay! But hang up real quick and--



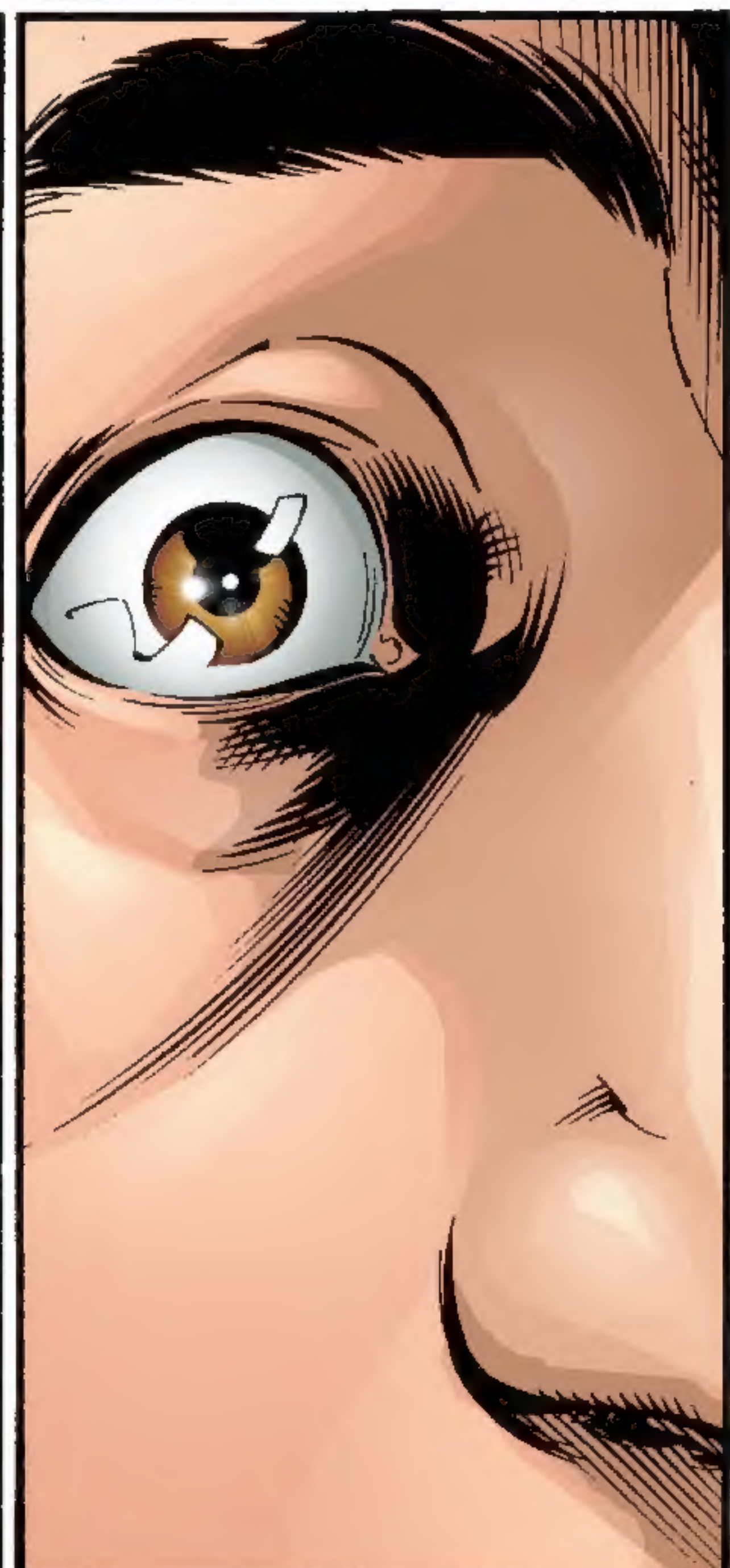
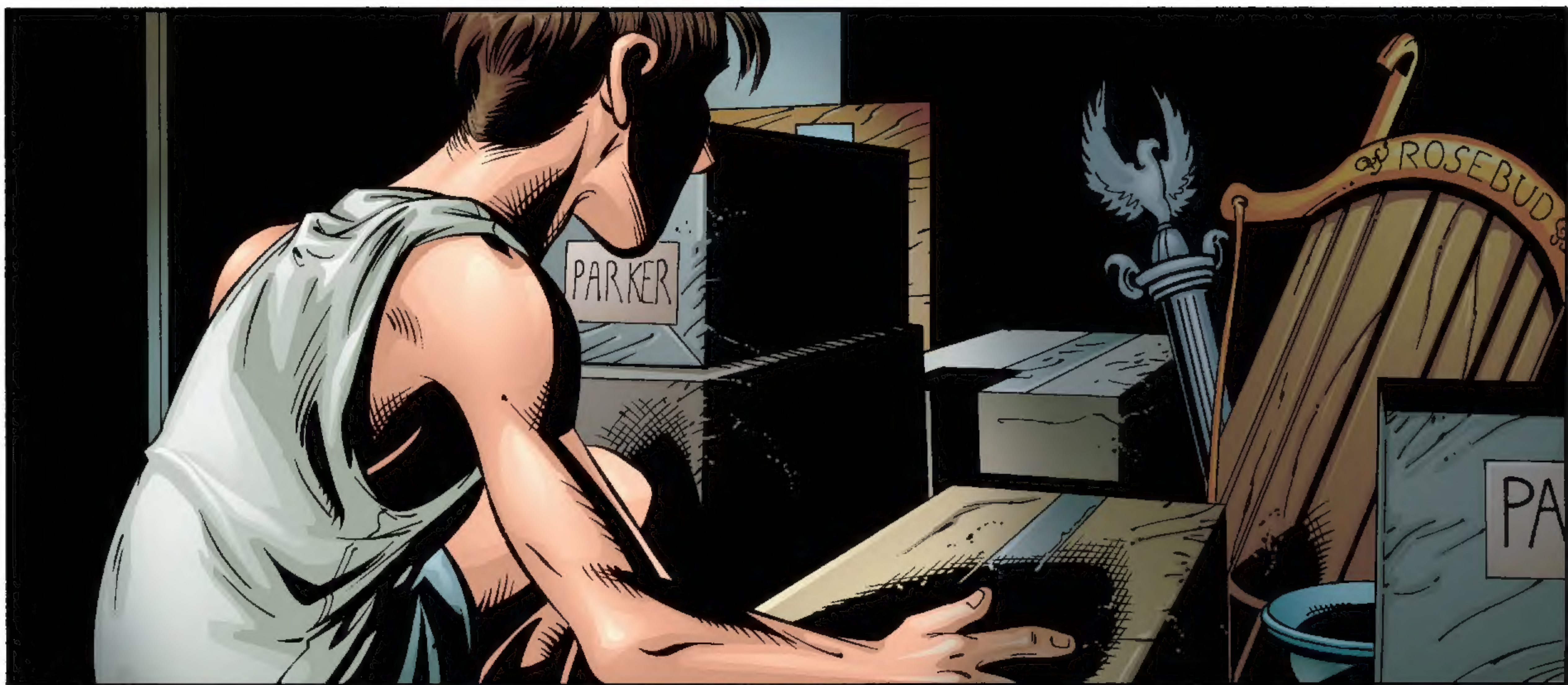
--no! She'll star ⁶⁹ me like she did to Kong that time.

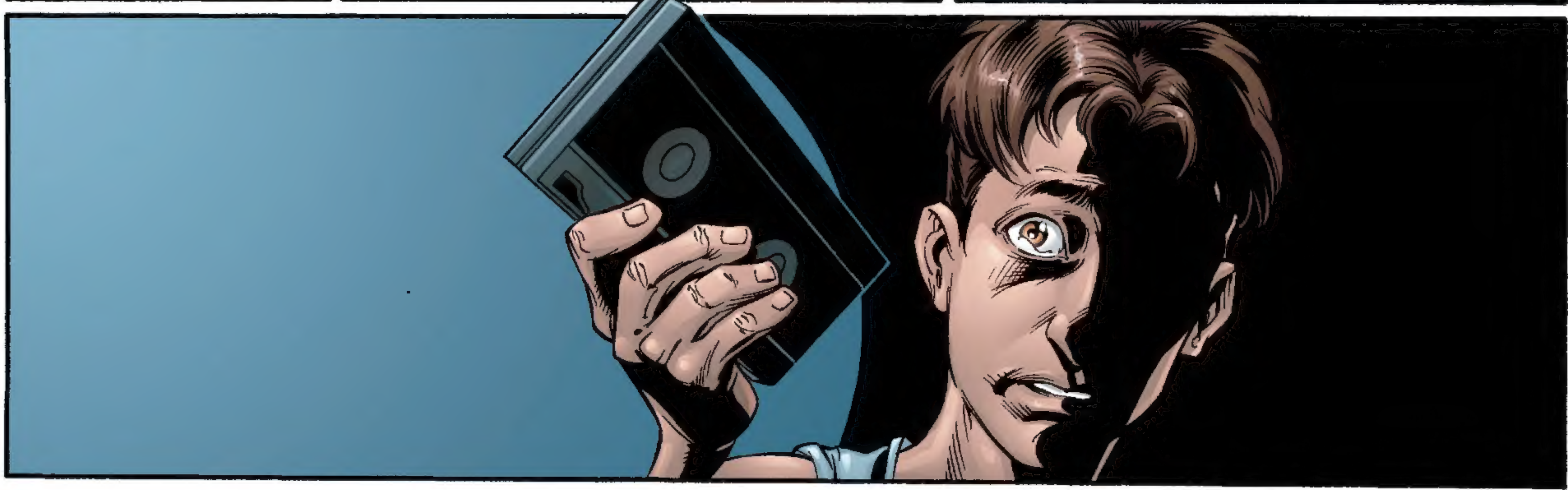
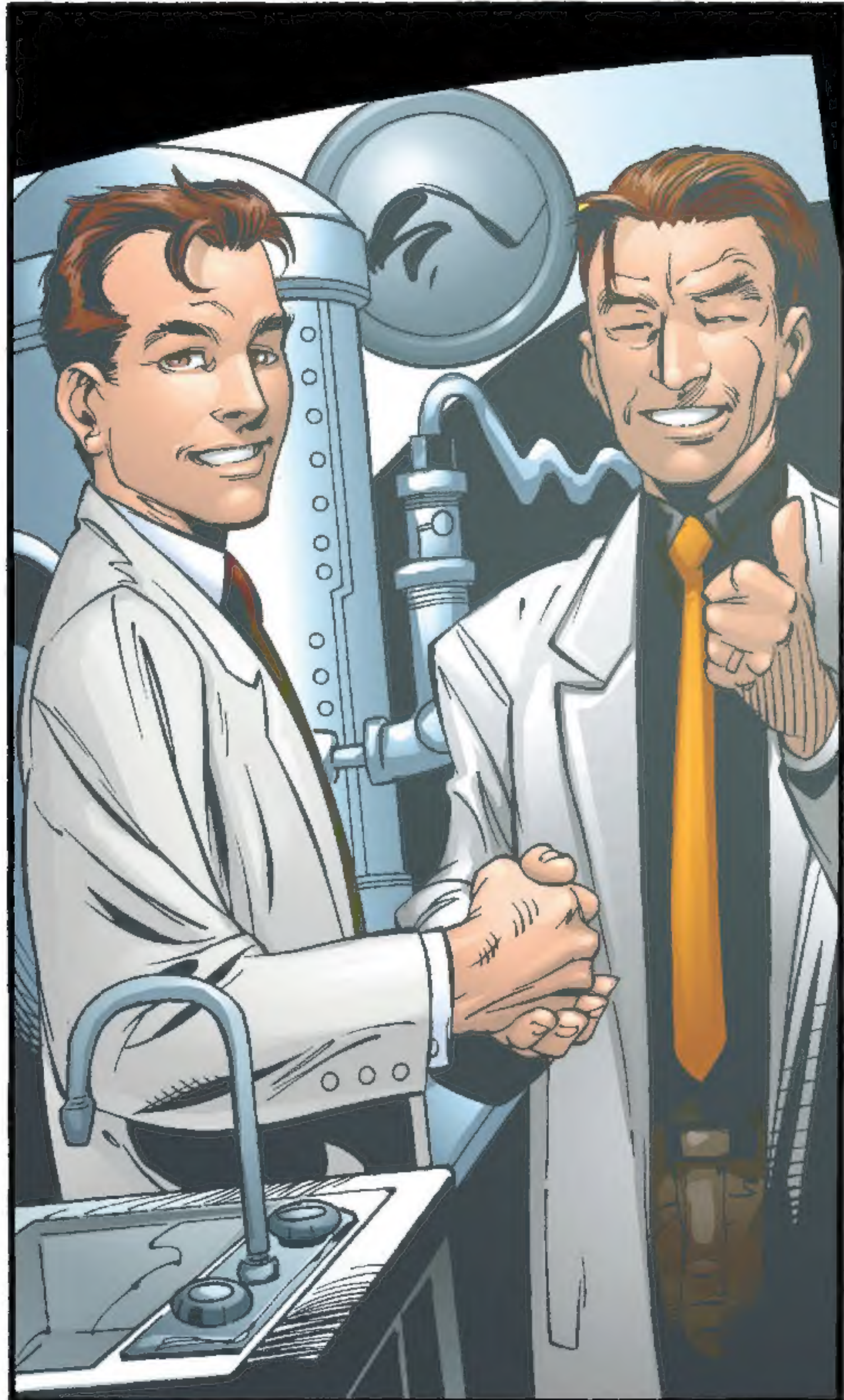
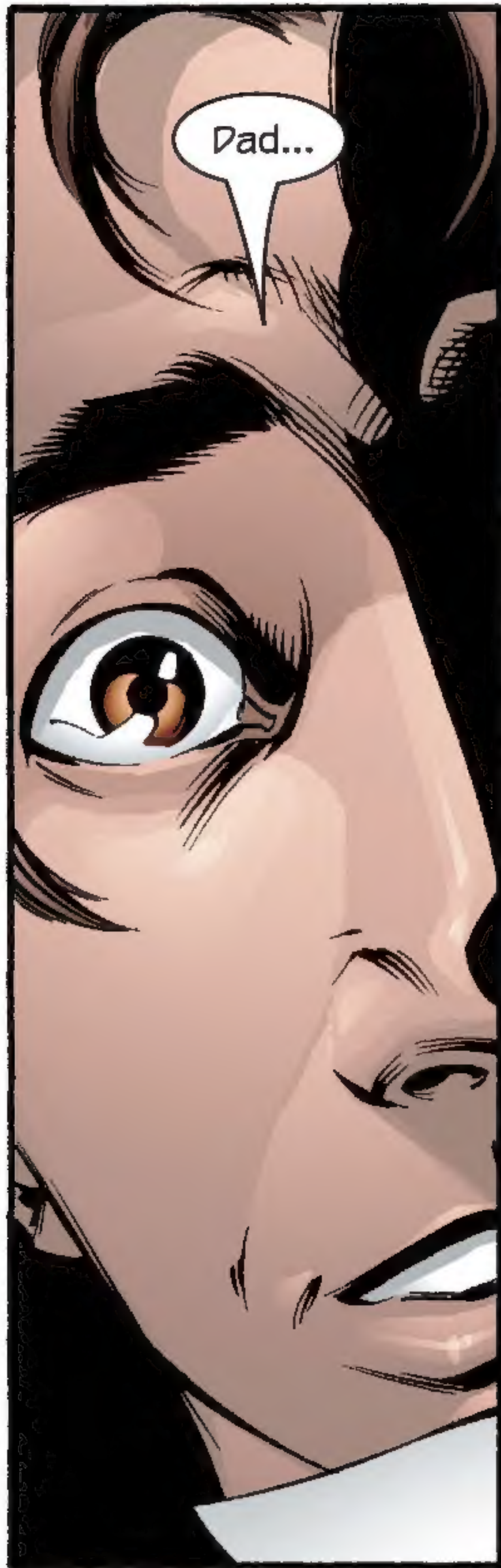
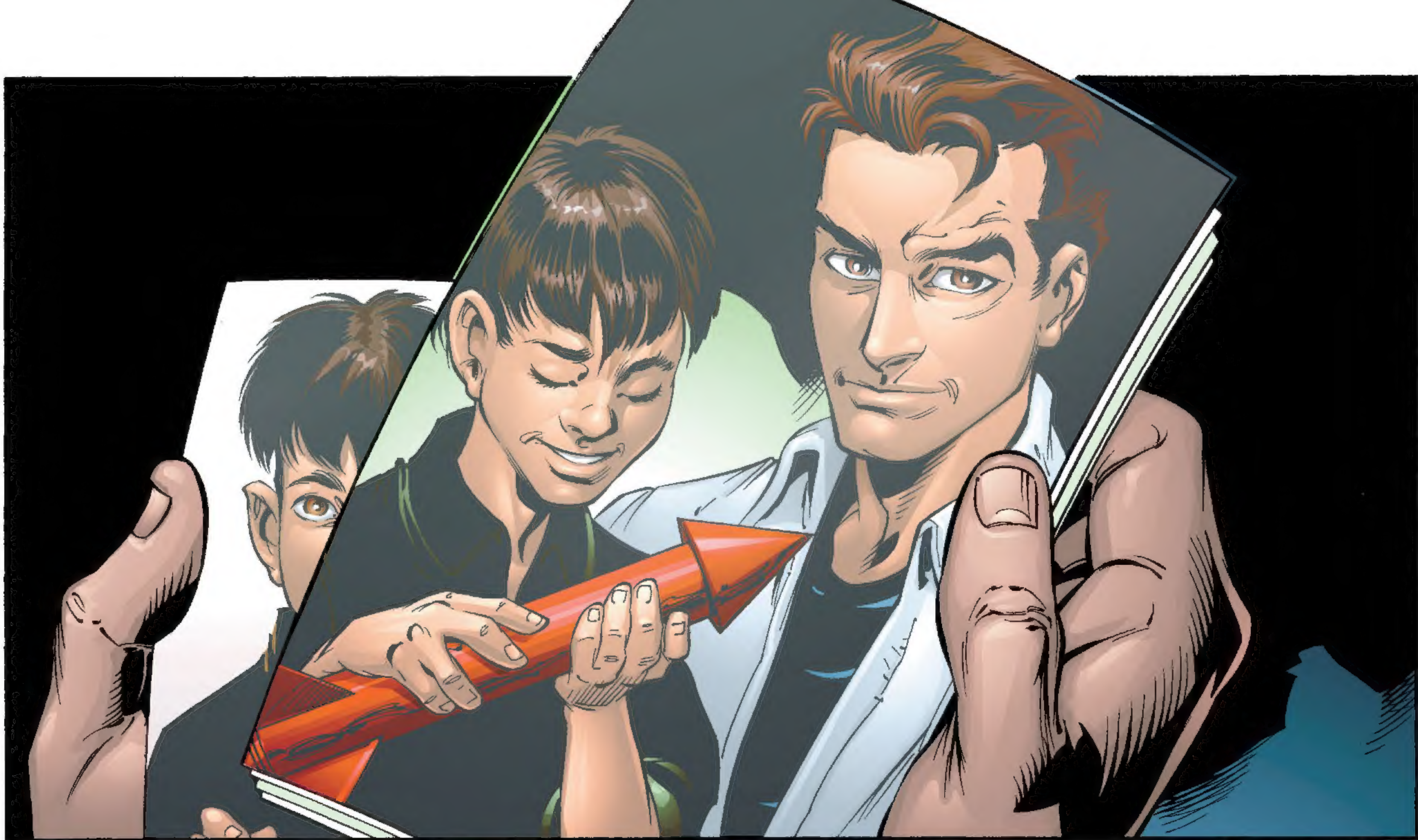


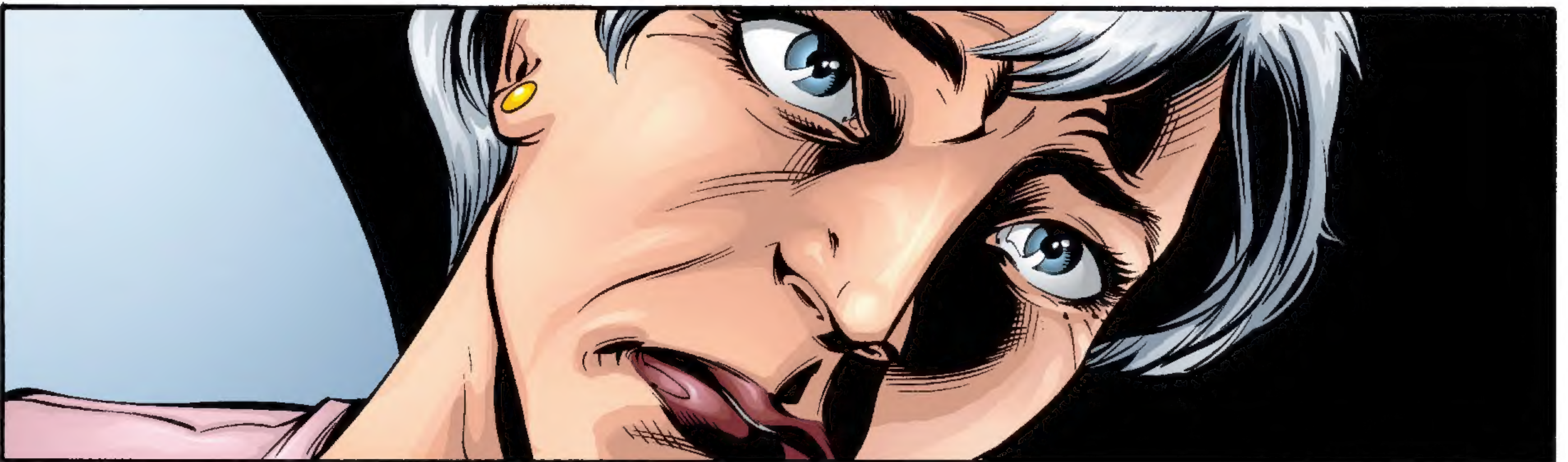
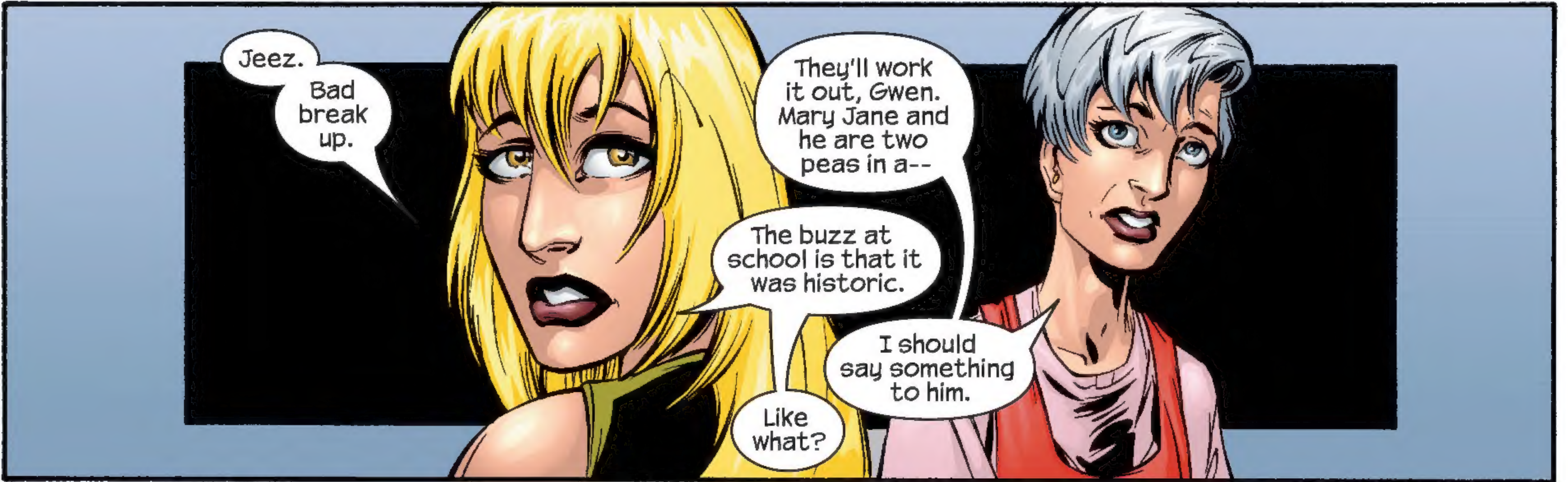
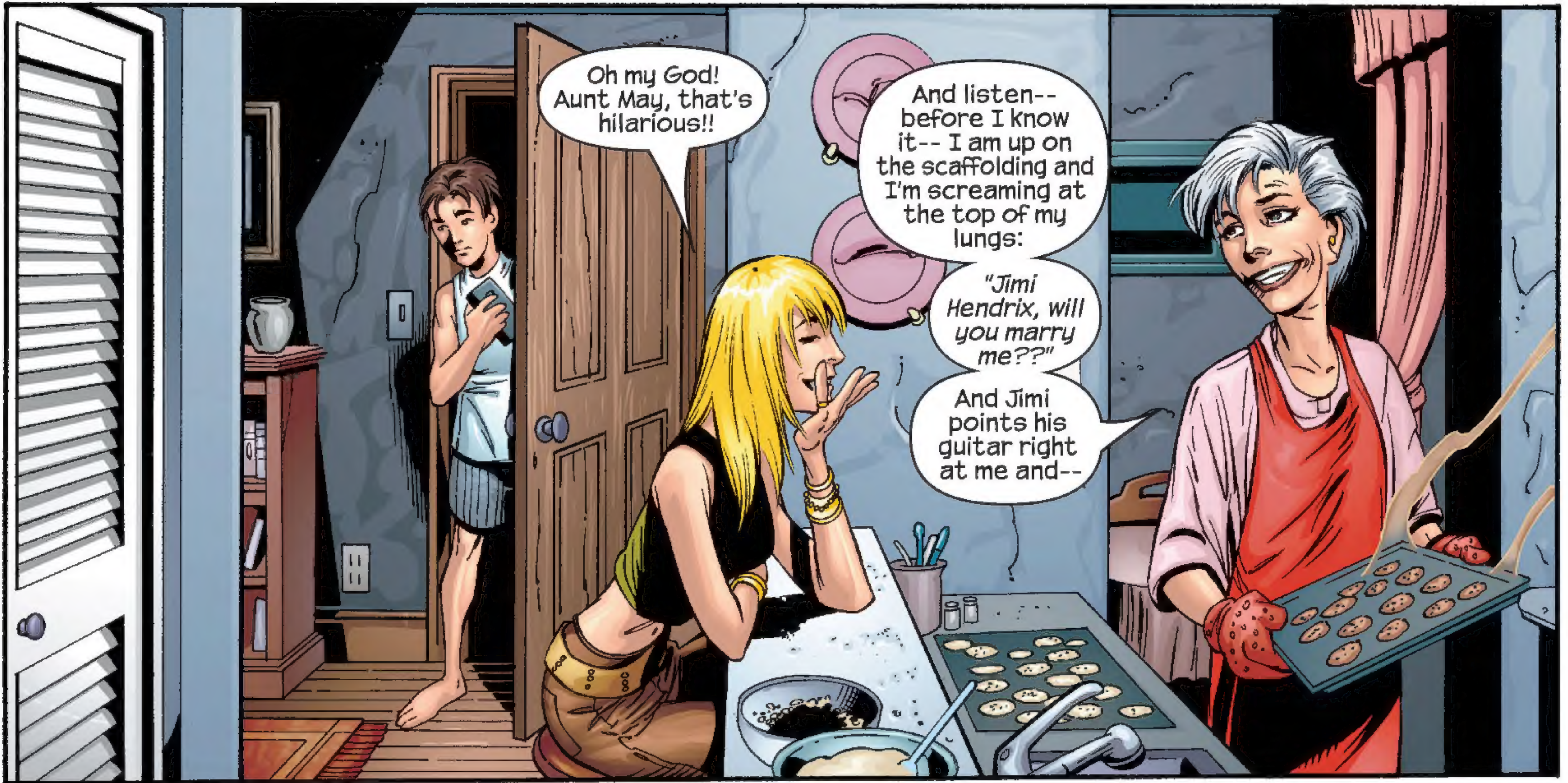
Aggh!!

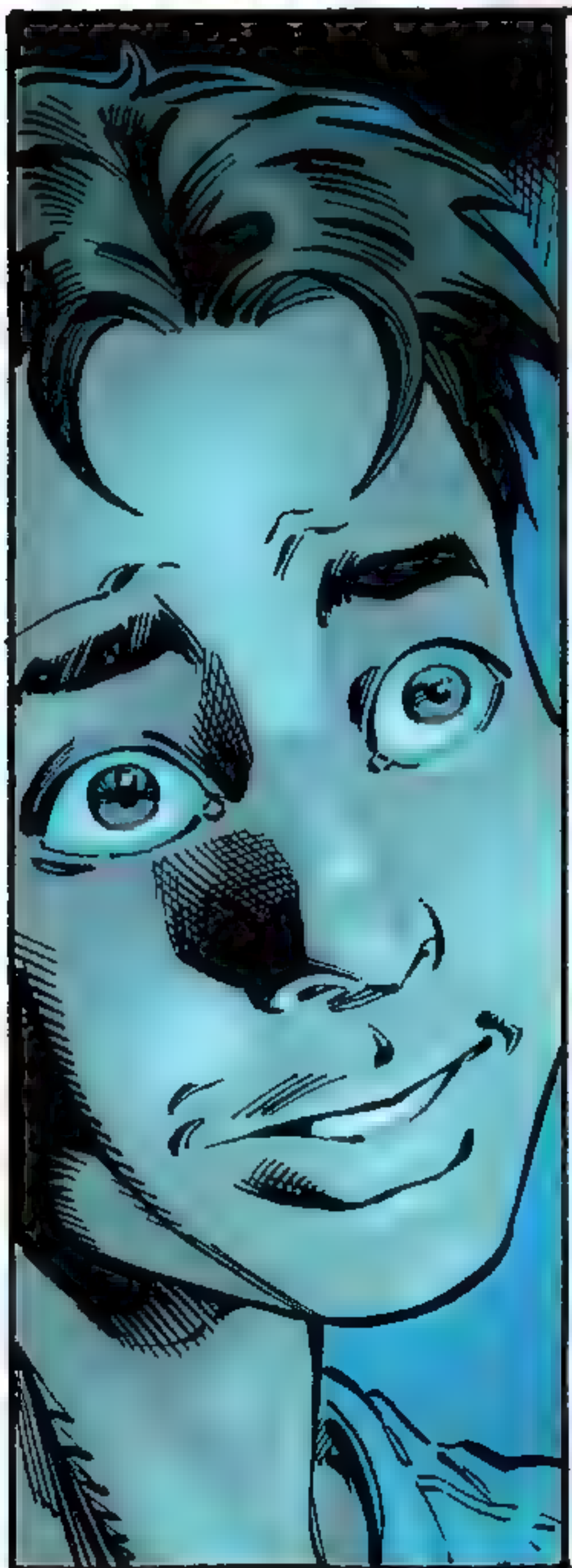
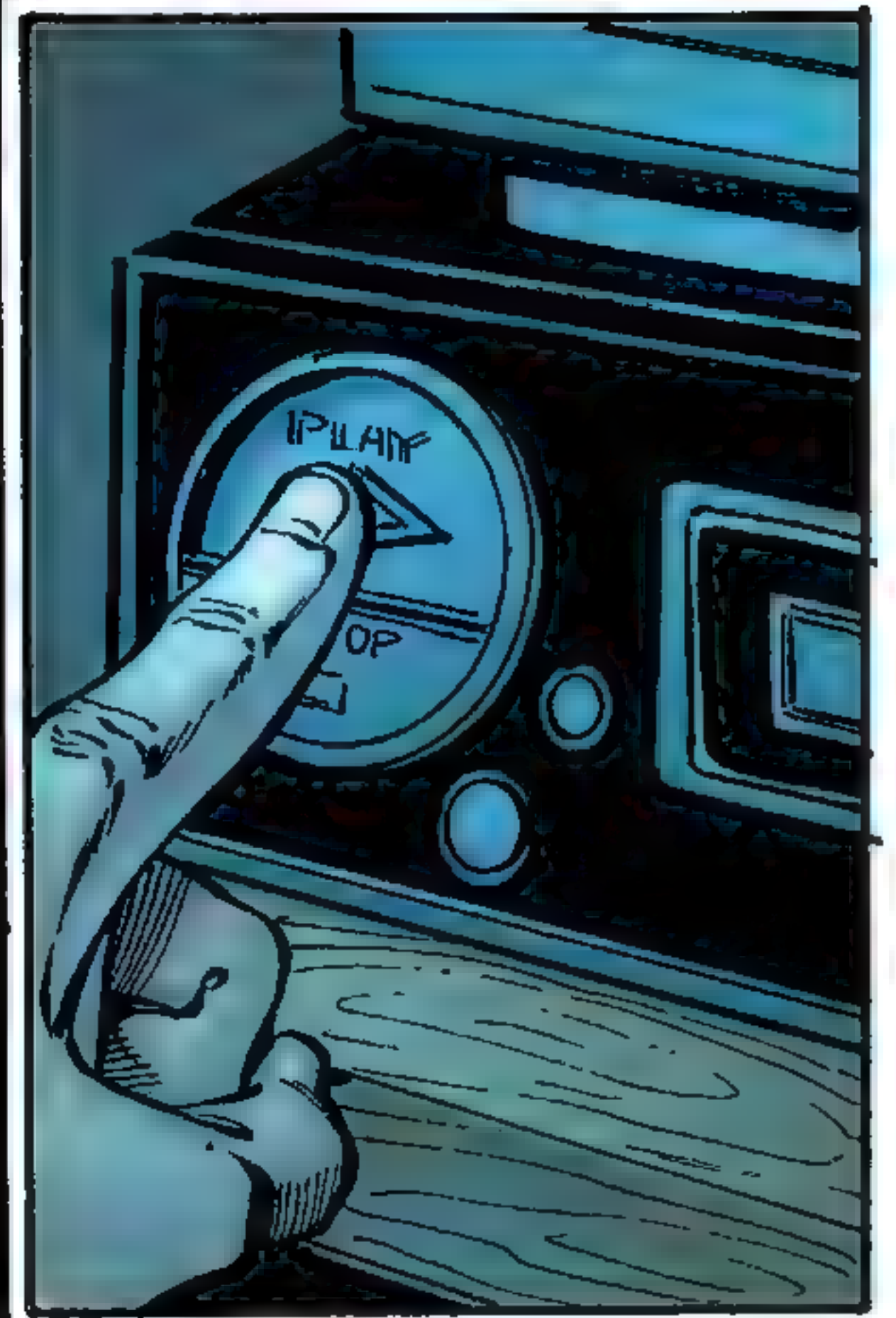
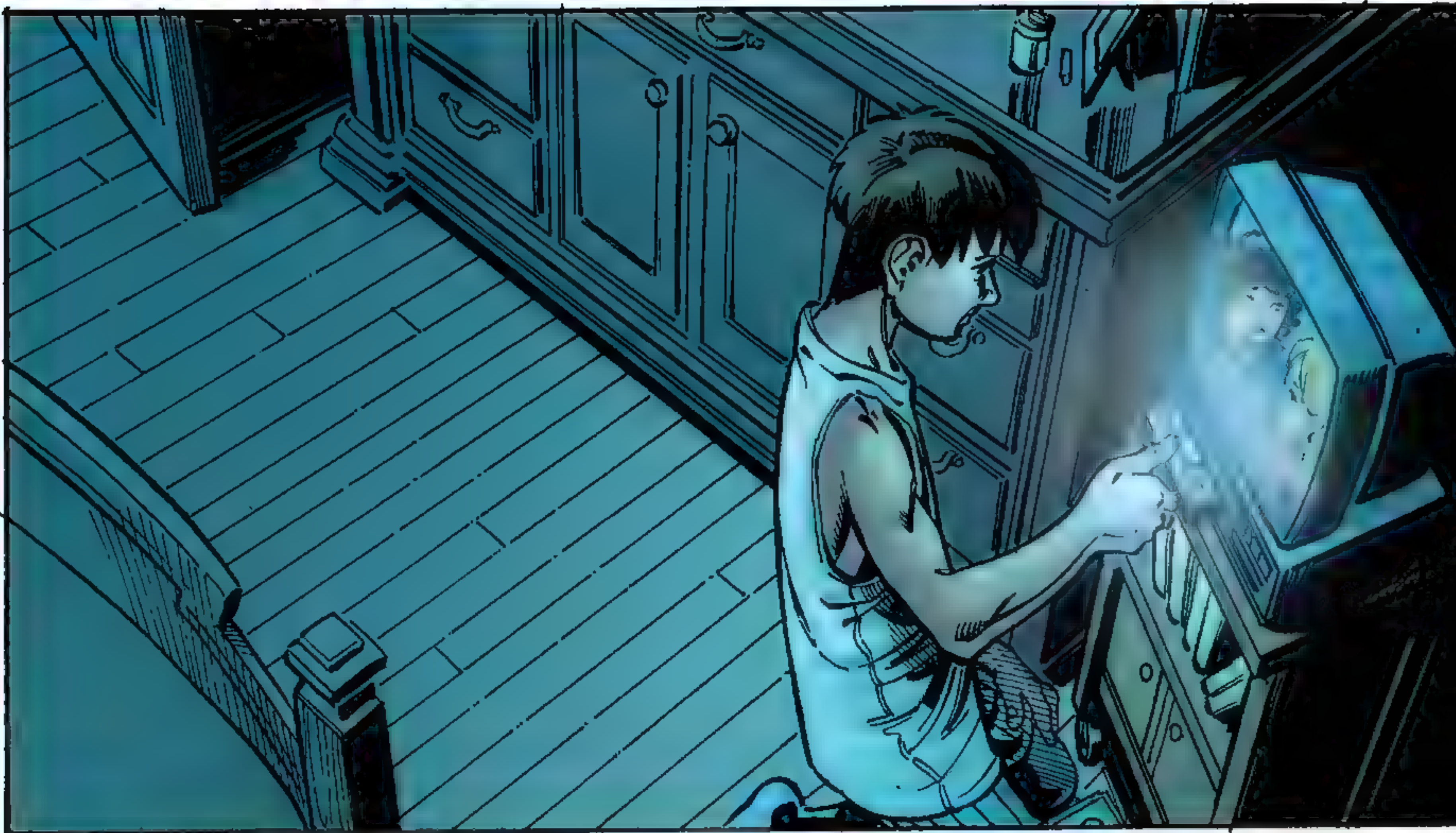
This sucks!!











Peter, look over here!!

I did a report at school about Emperor penguins, daddy.

Really?

Yeah, did you know there are fifteen kinds of penguins?



Really?

The Emperor, the Chinstrap and the Gentoo-- Gaahh!



Peter!

Oww! Oww!

You okay? Peter?



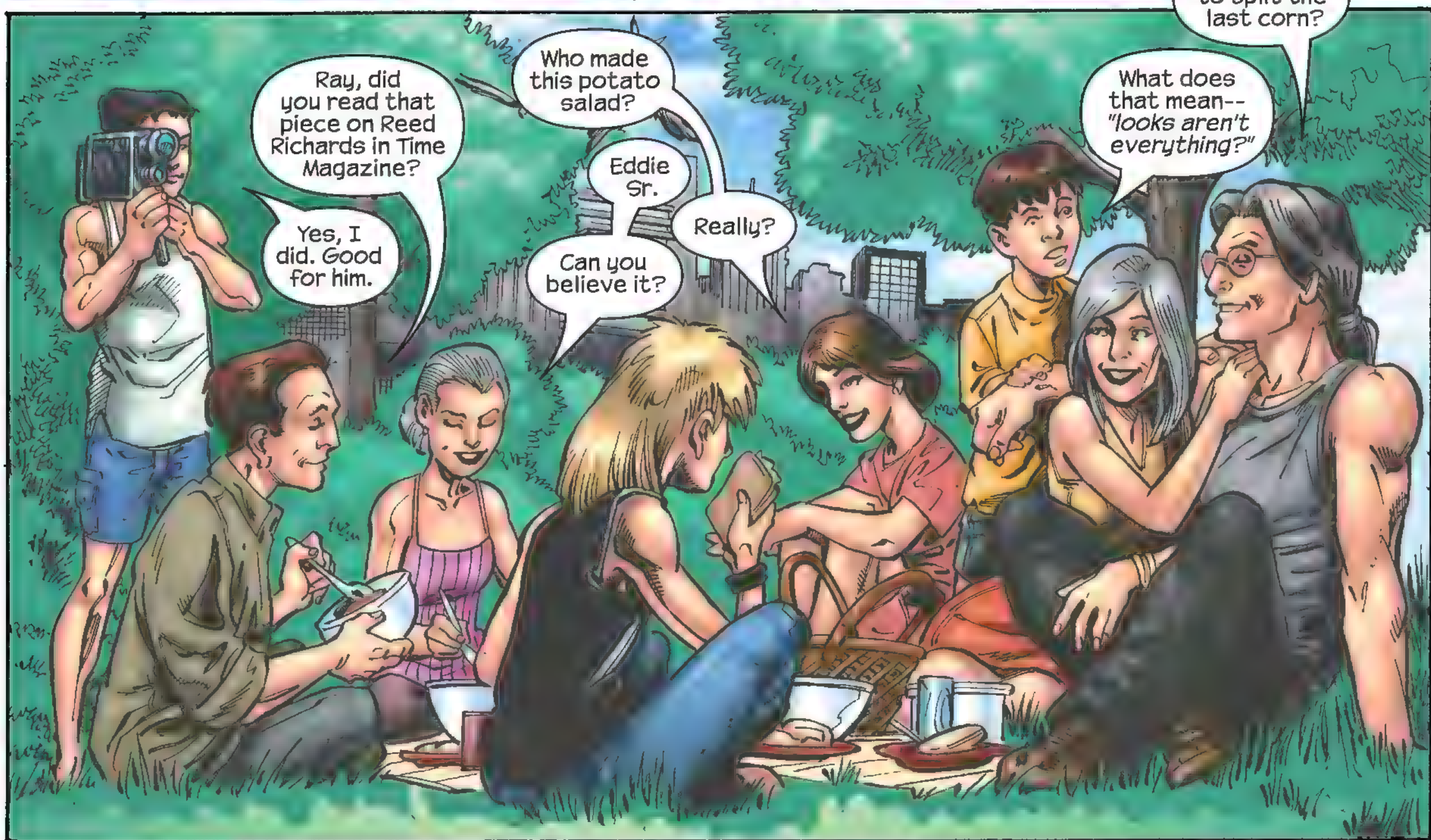
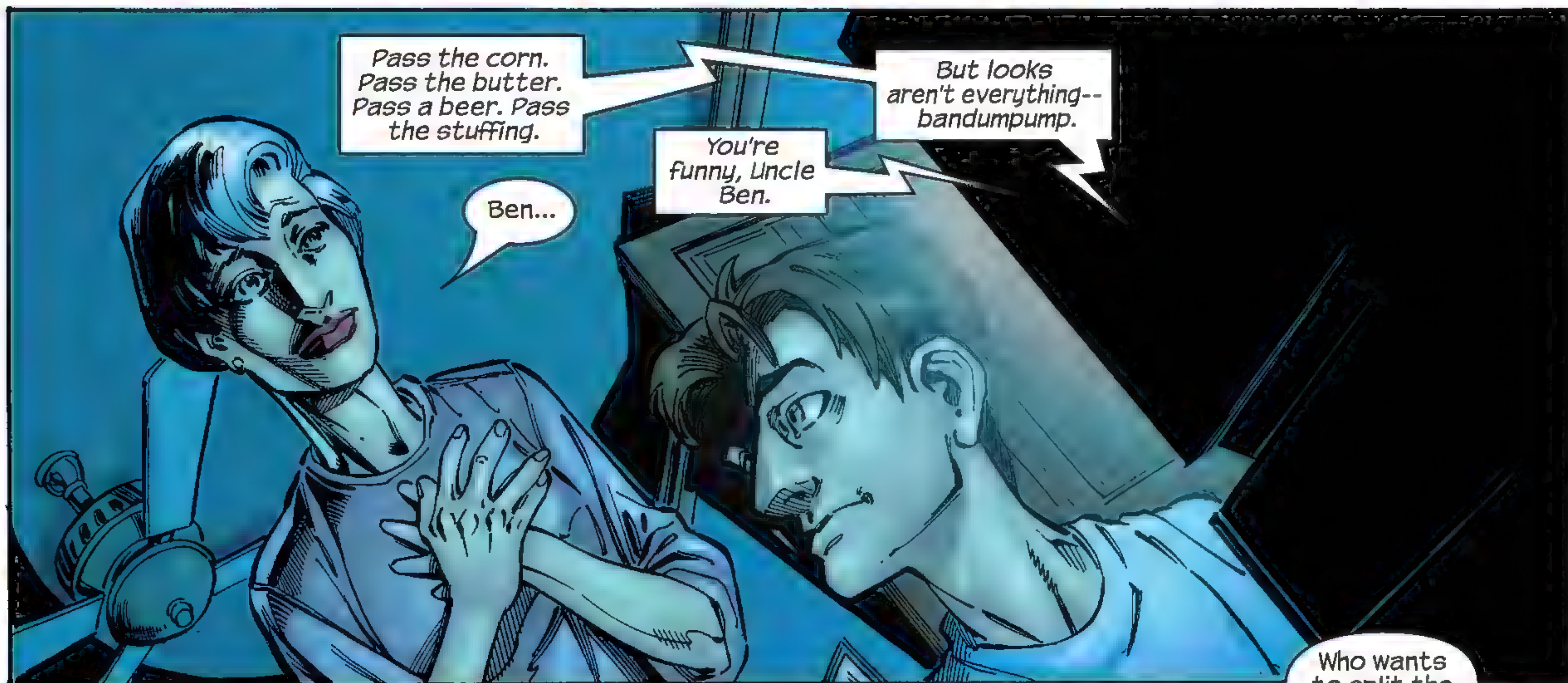
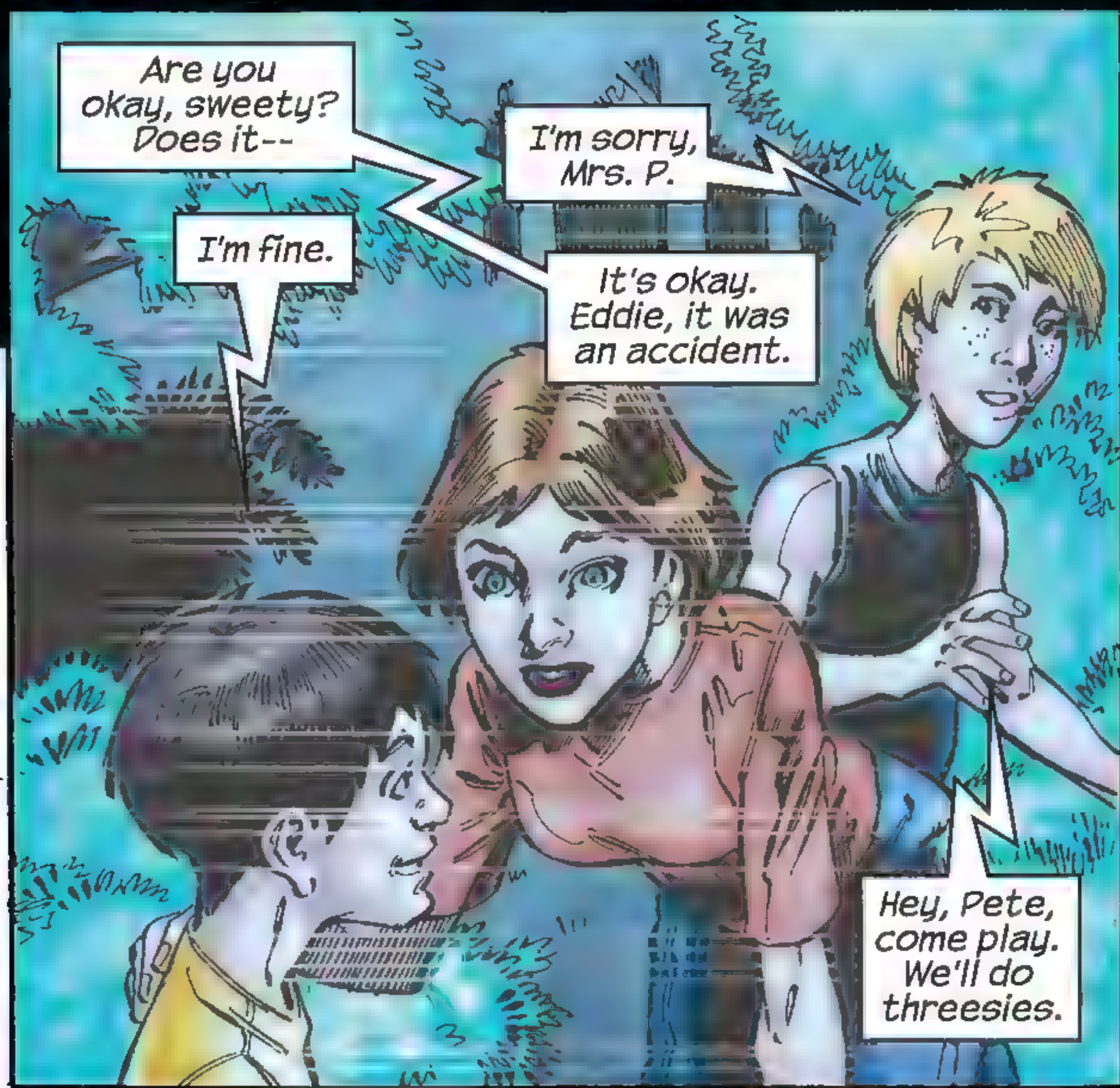
Yeah...

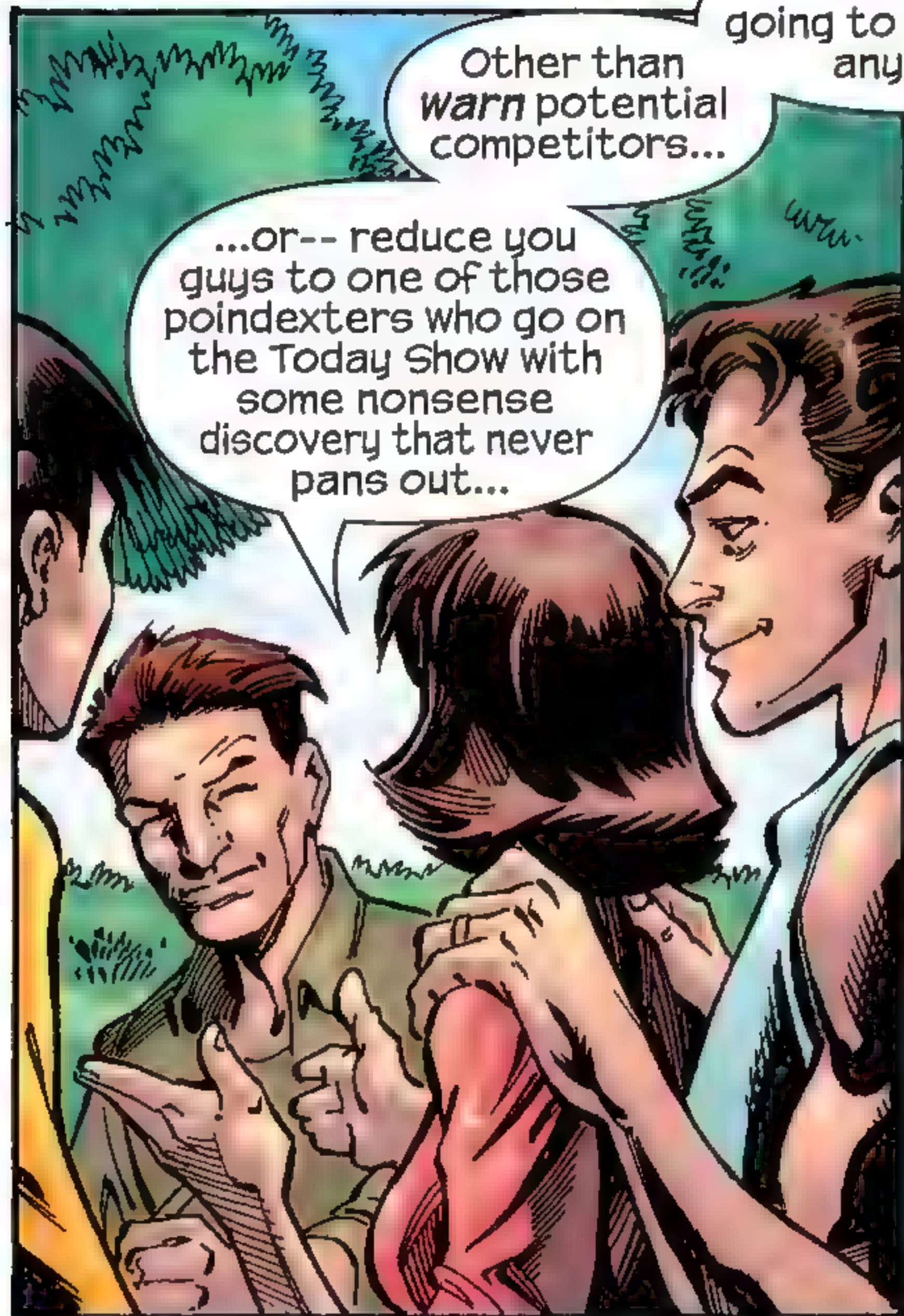
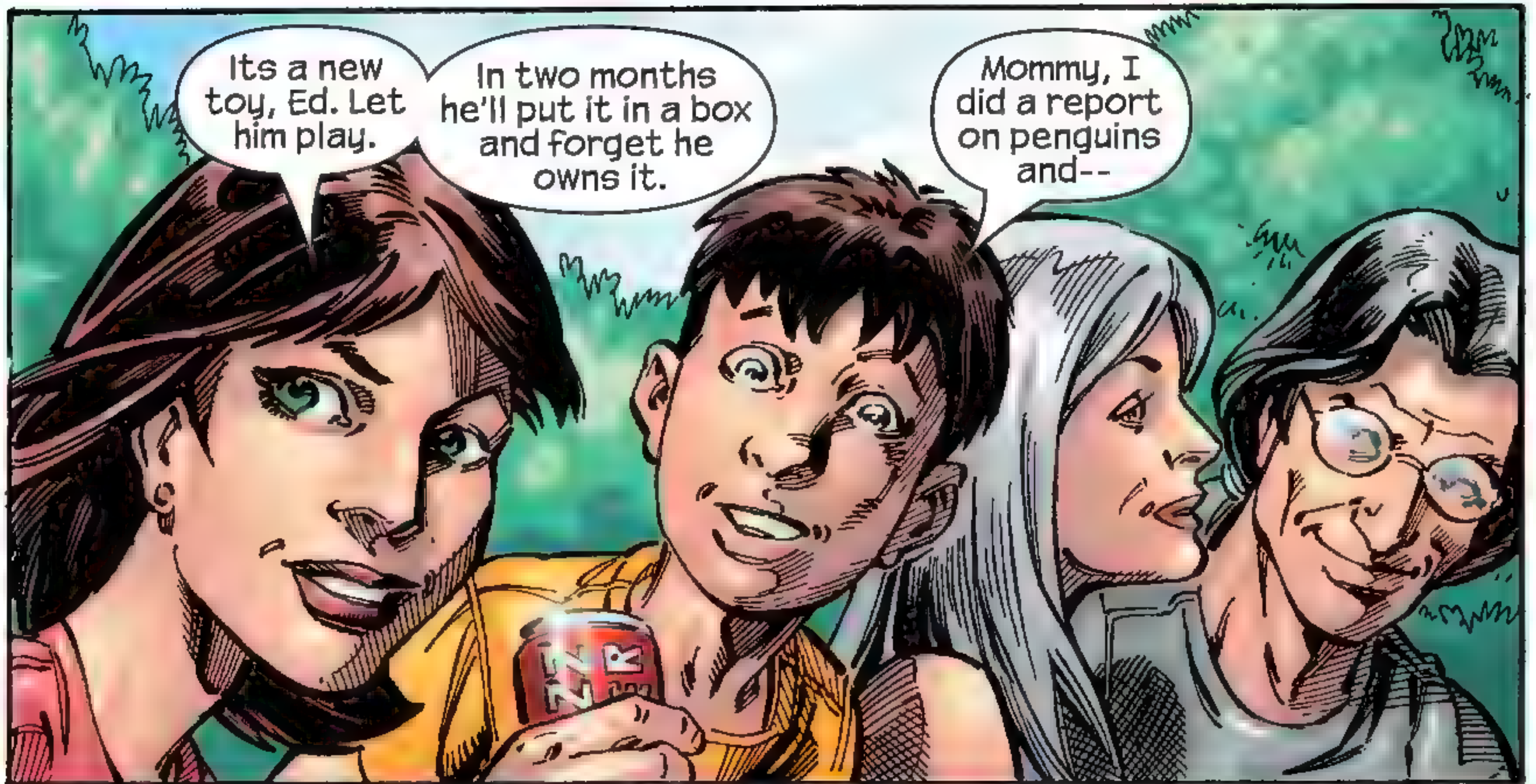
Pete! Oh, Peter! Are you okay?

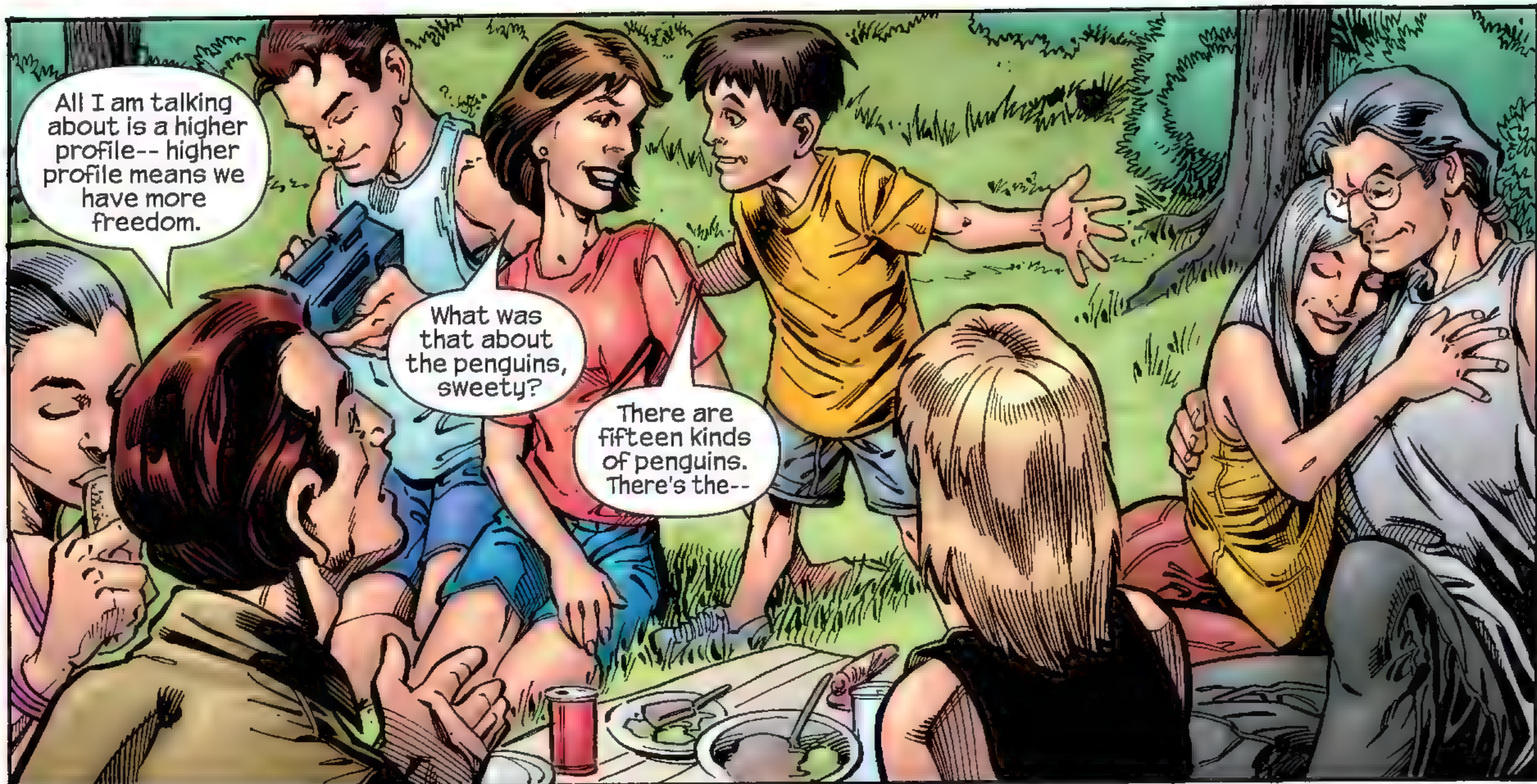
I'm fine, Mommy.



Mom...







All I am talking about is a higher profile-- higher profile means we have more freedom.

What was that about the penguins, sweetie?

There are fifteen kinds of penguins. There's the--



Here's the deal, Ed: We crack phase two, really show some results-- we'll talk about doing some press.

Fair?



Mom, I'm done. Can I go to the pond?

Take Peter with you.

Peter, let's vamoose, amigo.

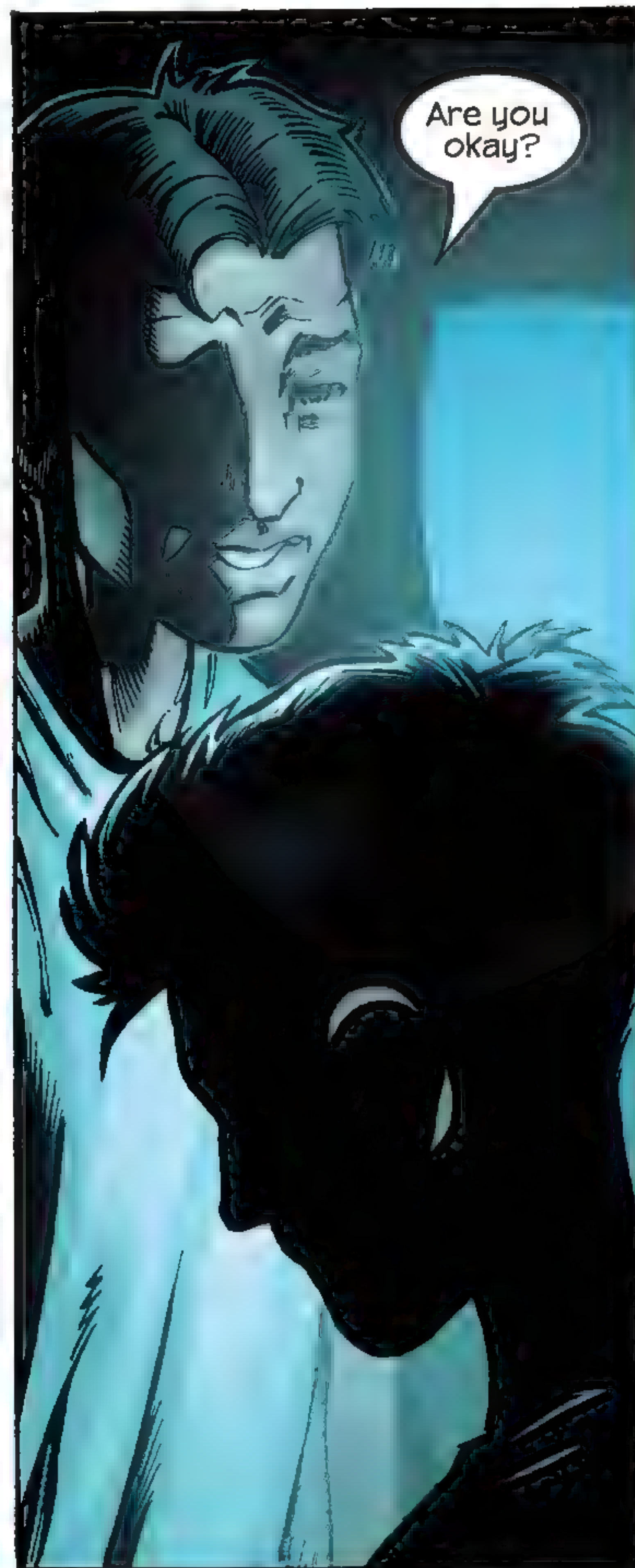
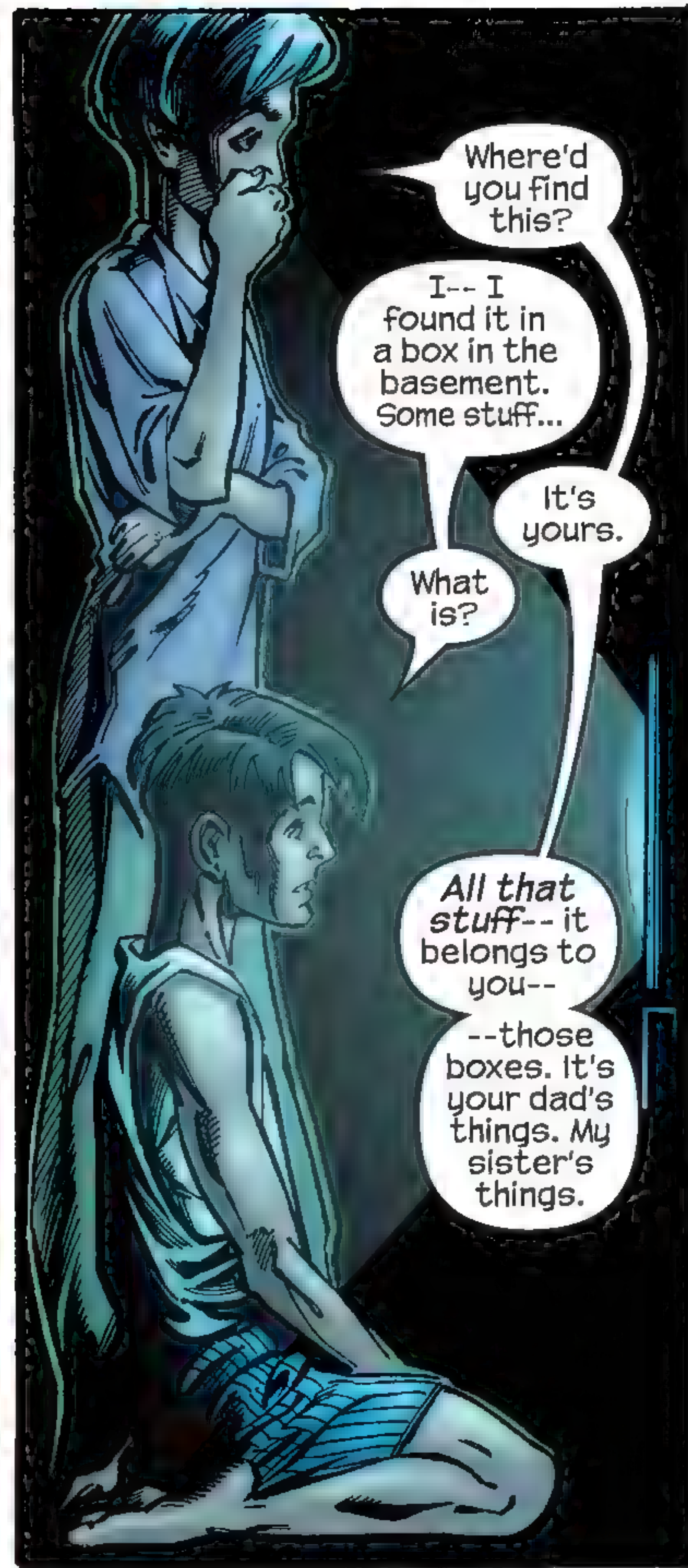
Why are we going to the pond?

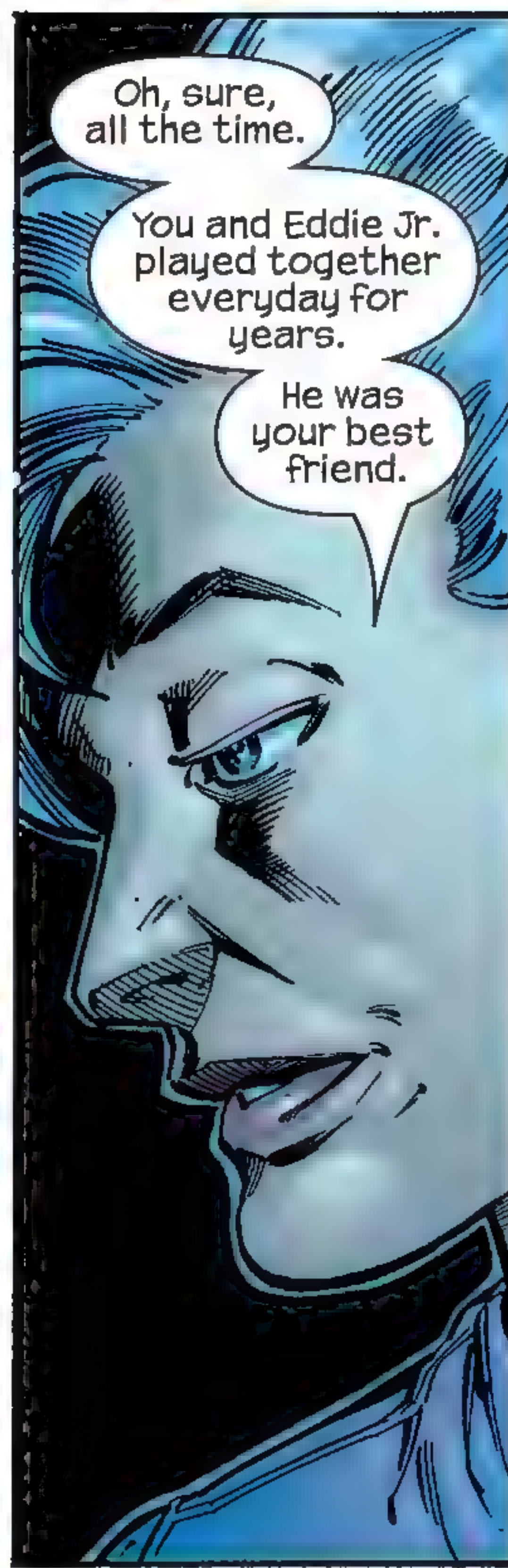
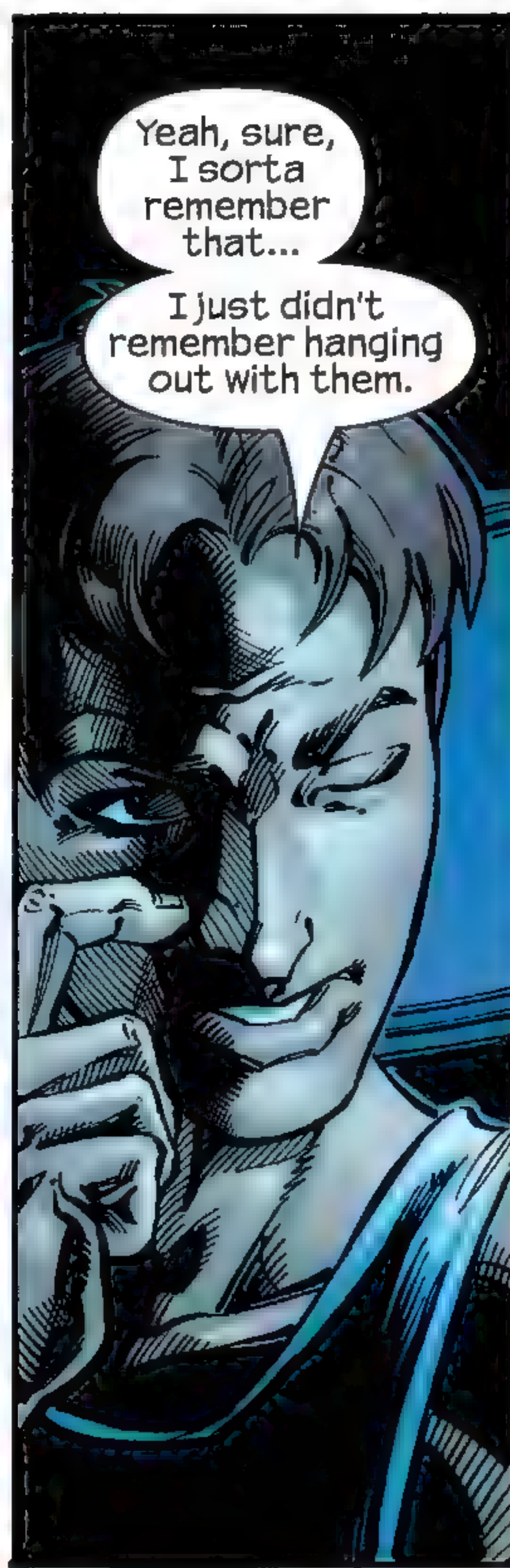
Dude... Frogs.



Did you know there are thirteen types of frogs in--









INTERNET WHITE PAGES

Search found 1 result:
Eddie Brock

**44 Tony Stark Building
Empire State University
NYC 97214**

1-212-578-0808





Wow, man, wow.

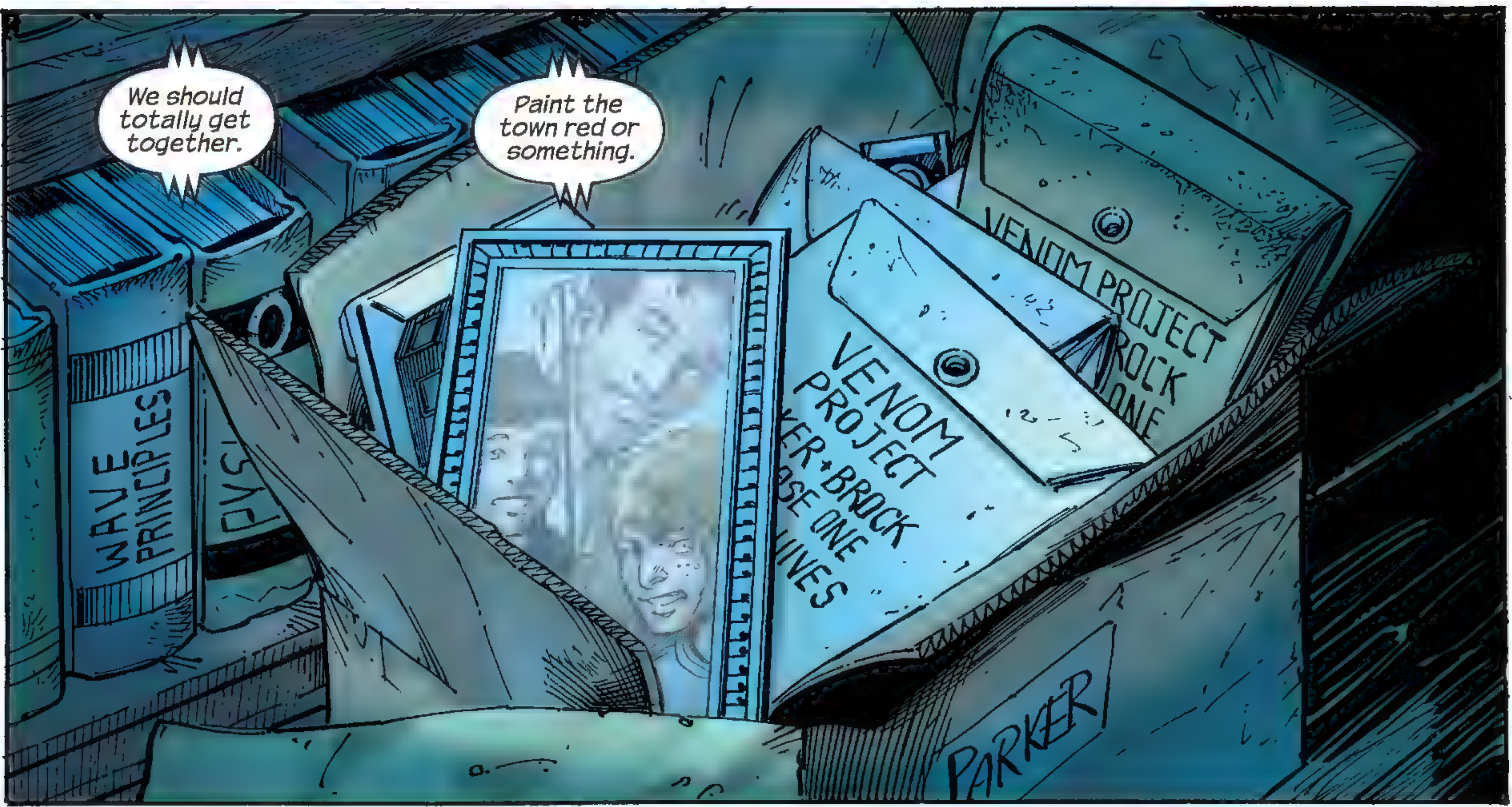
Hey, let's get together.

You ever get into the city?



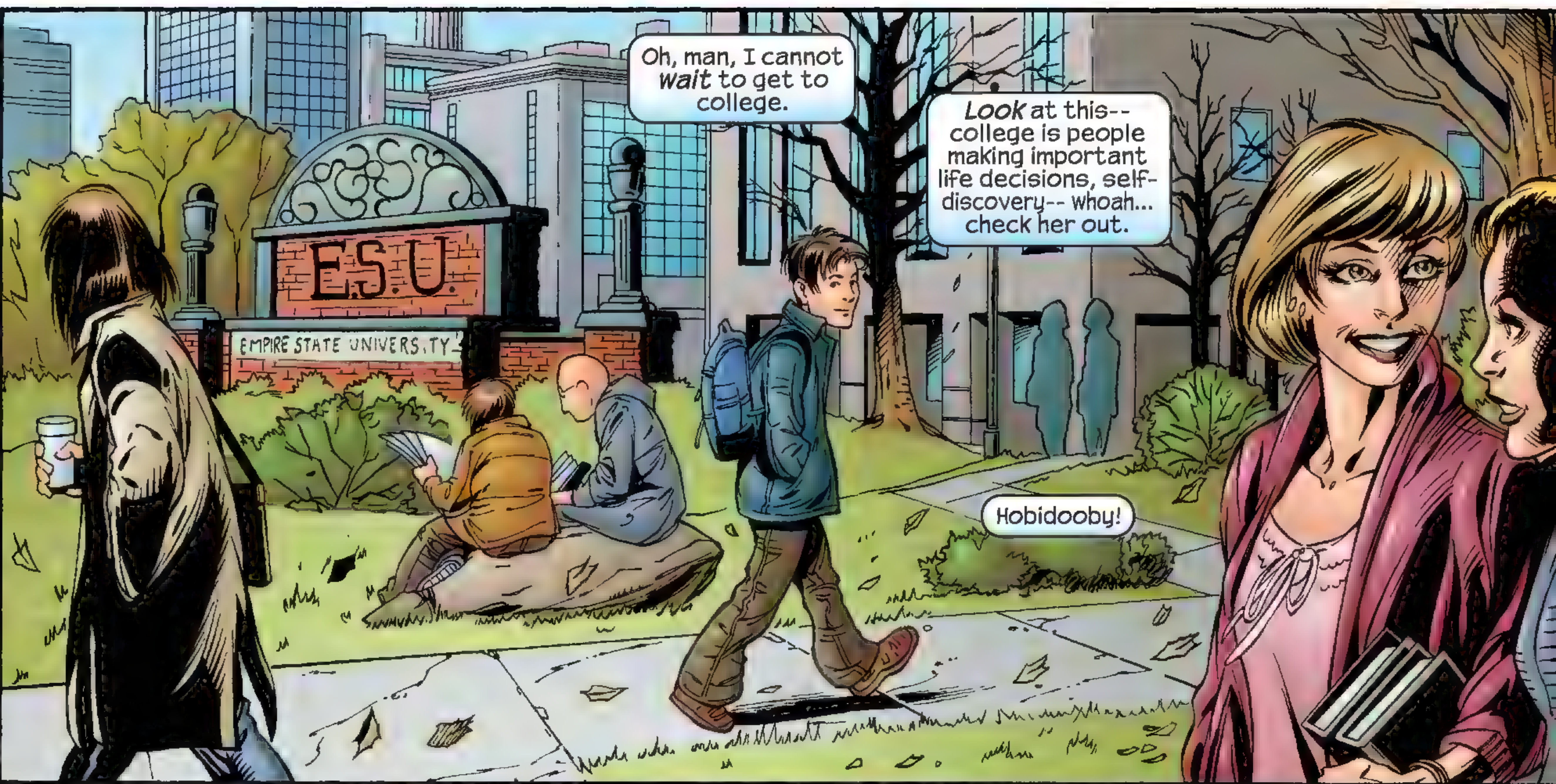
Yeah, I work at the Daily Bugle so I am there almost every--

You work at a newspaper? Oh cool. That's so cool, man.



We should totally get together.

Paint the town red or something.



Oh, man, I cannot wait to get to college.

Look at this-- college is people making important life decisions, self-discovery-- whoah... check her out.

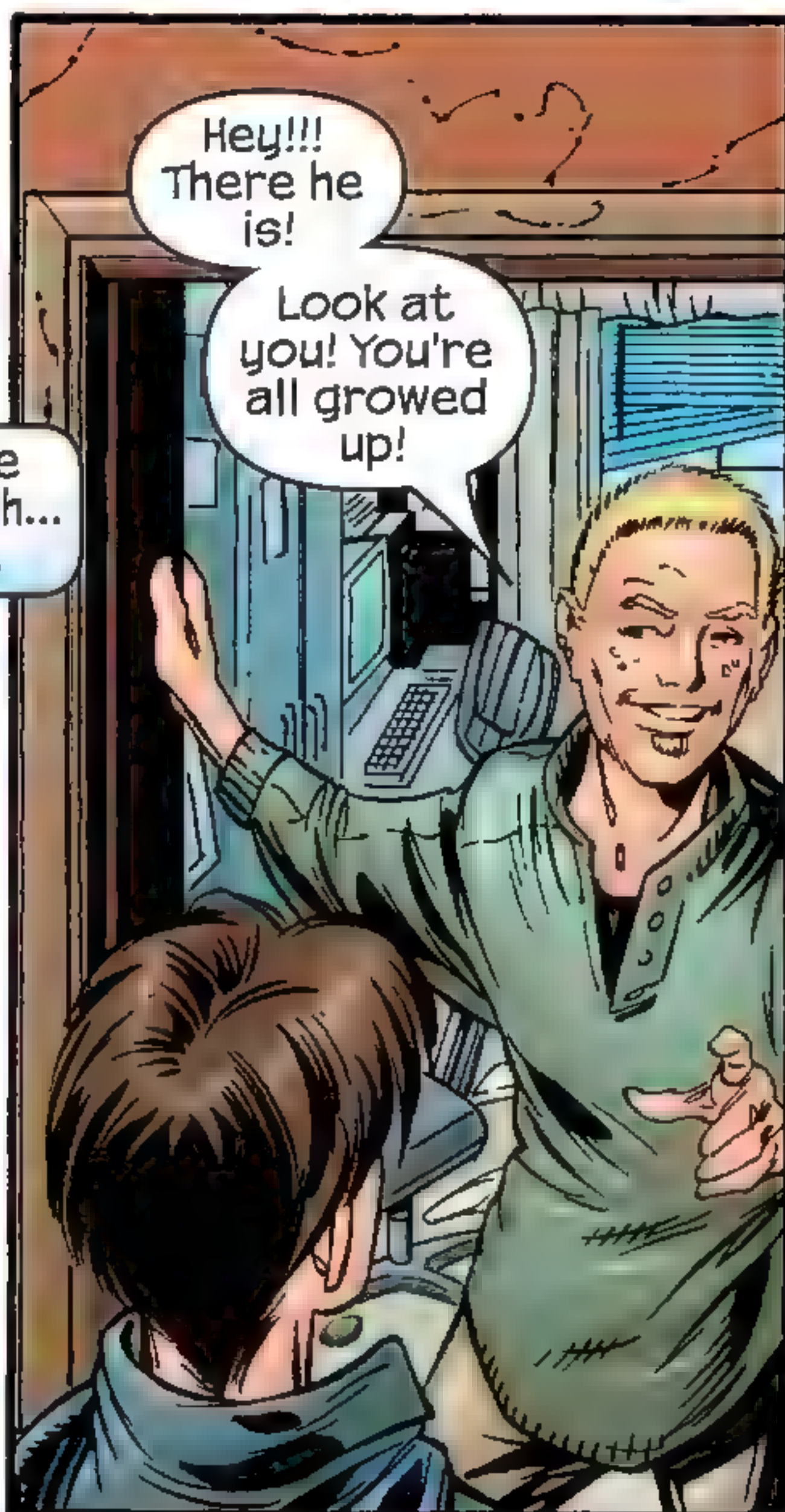
Hobidooby!



Oh my God-- this is how these people live?

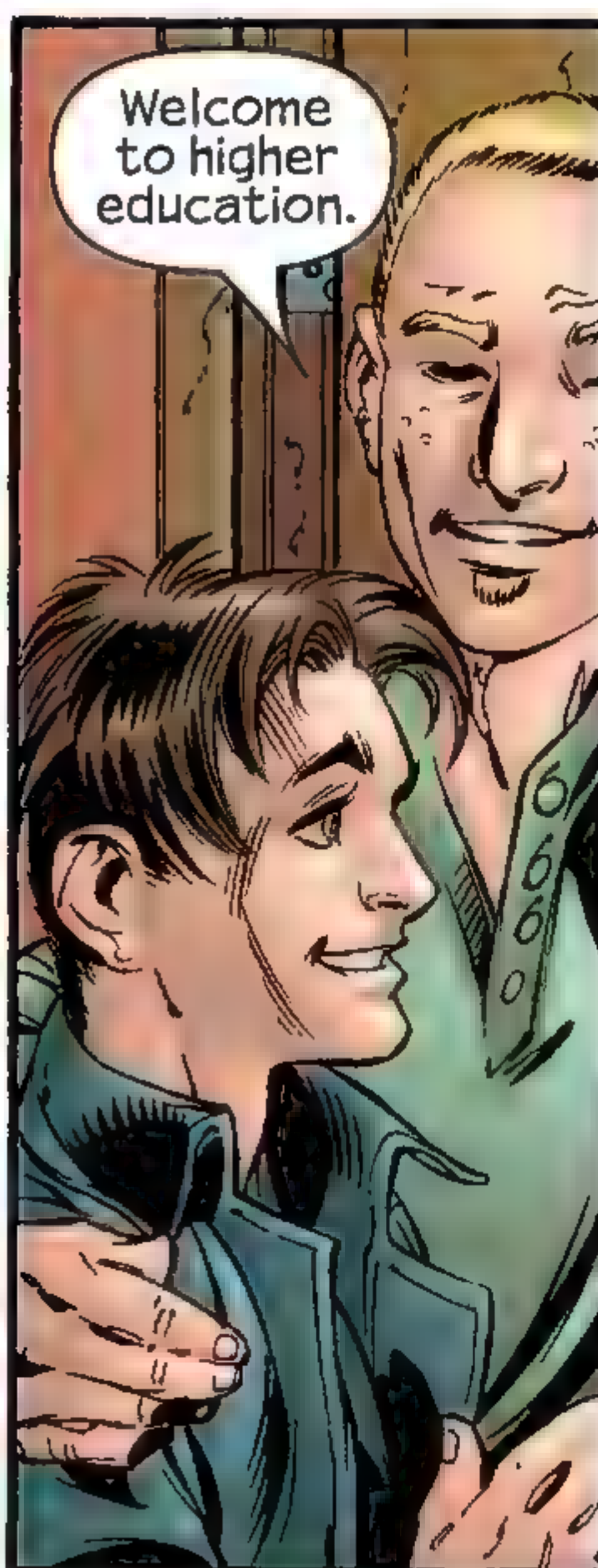
How do they get any work done? Eew-- what's that smell?

This entire place smells like a-- whoah... check her out.

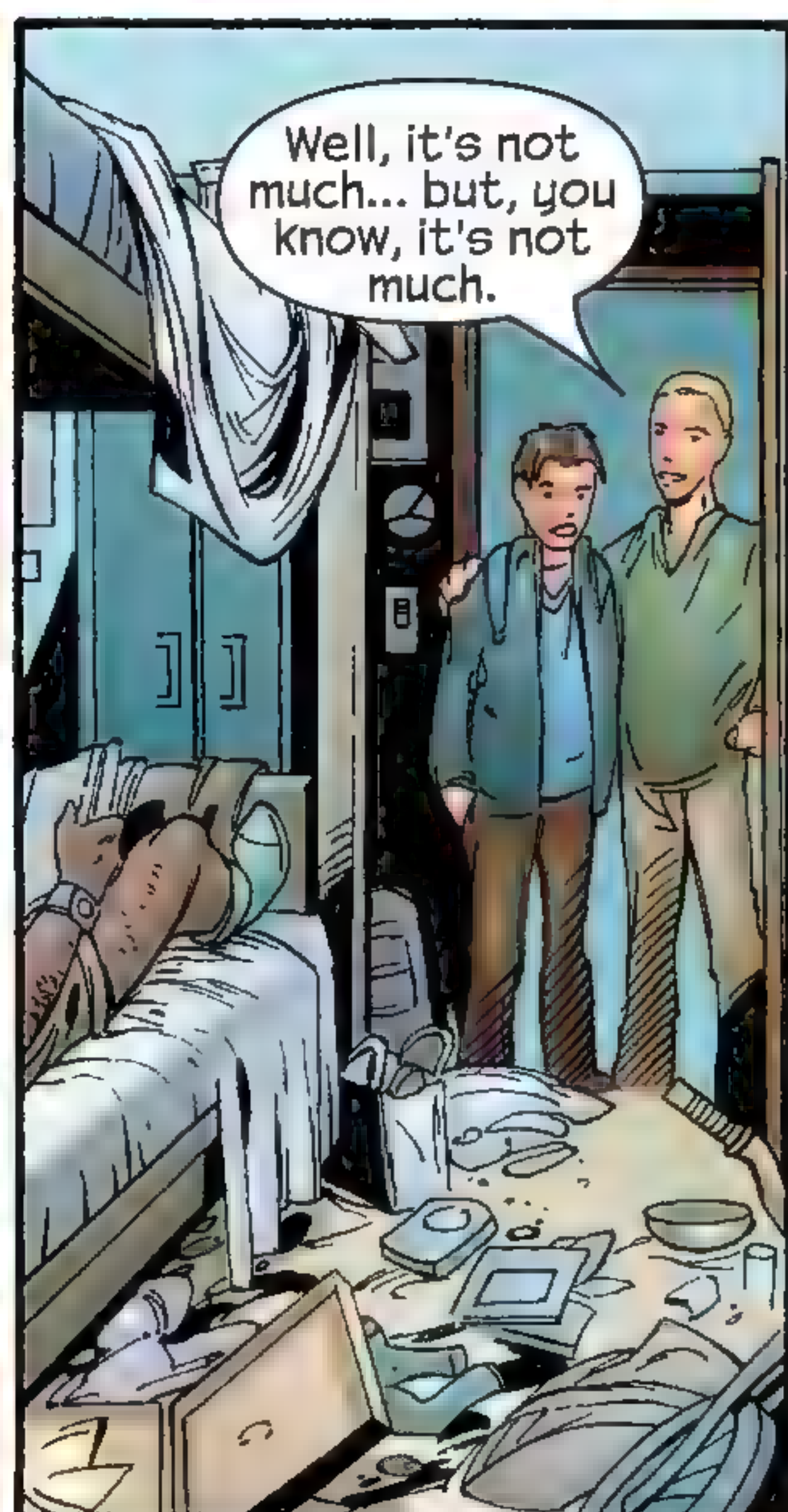


Hey!!! There he is!

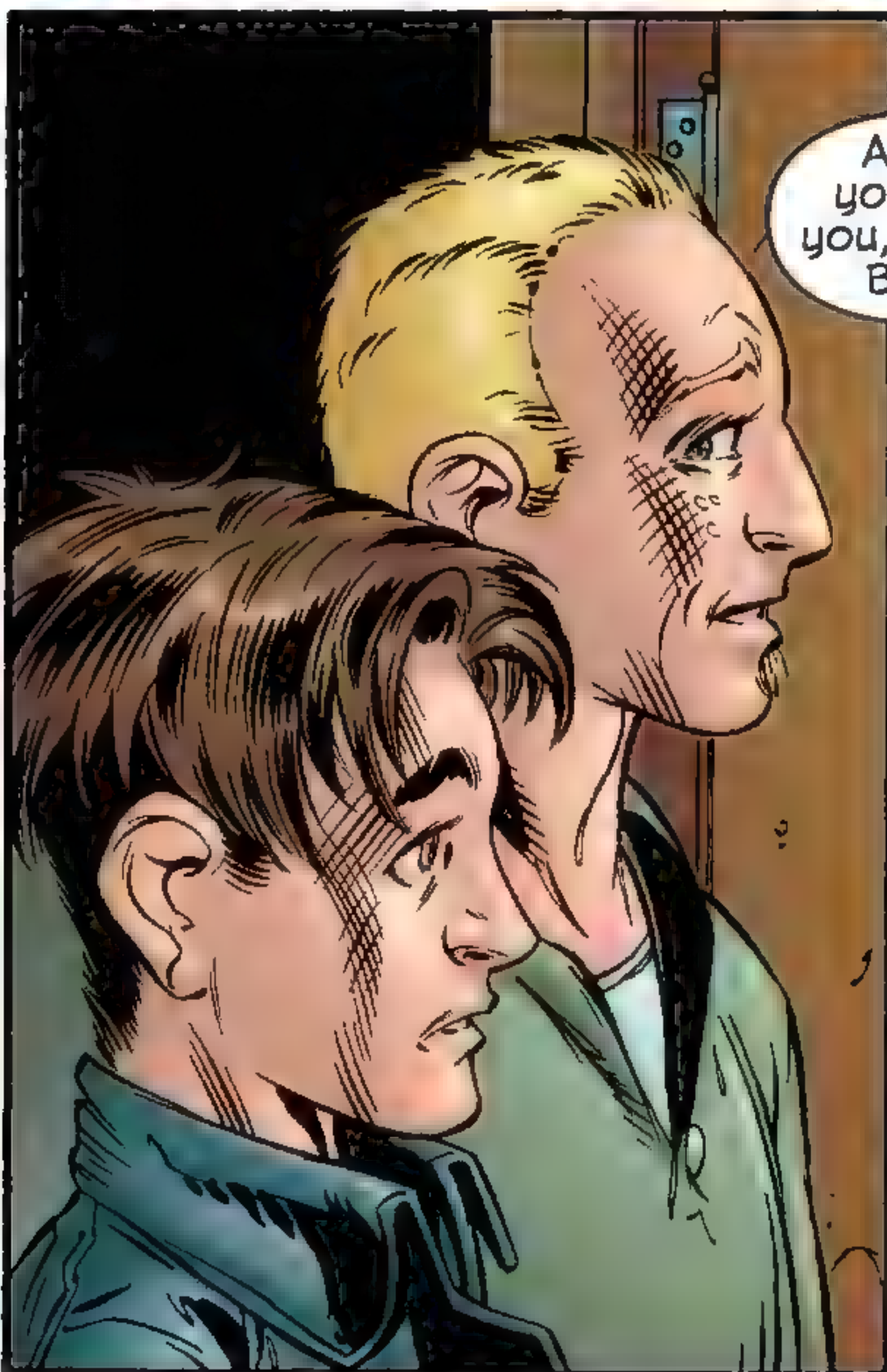
Look at you! You're all grown up!



Welcome to higher education.



Well, it's not much... but, you know, it's not much.



A little young for you, ain't he, Brock?



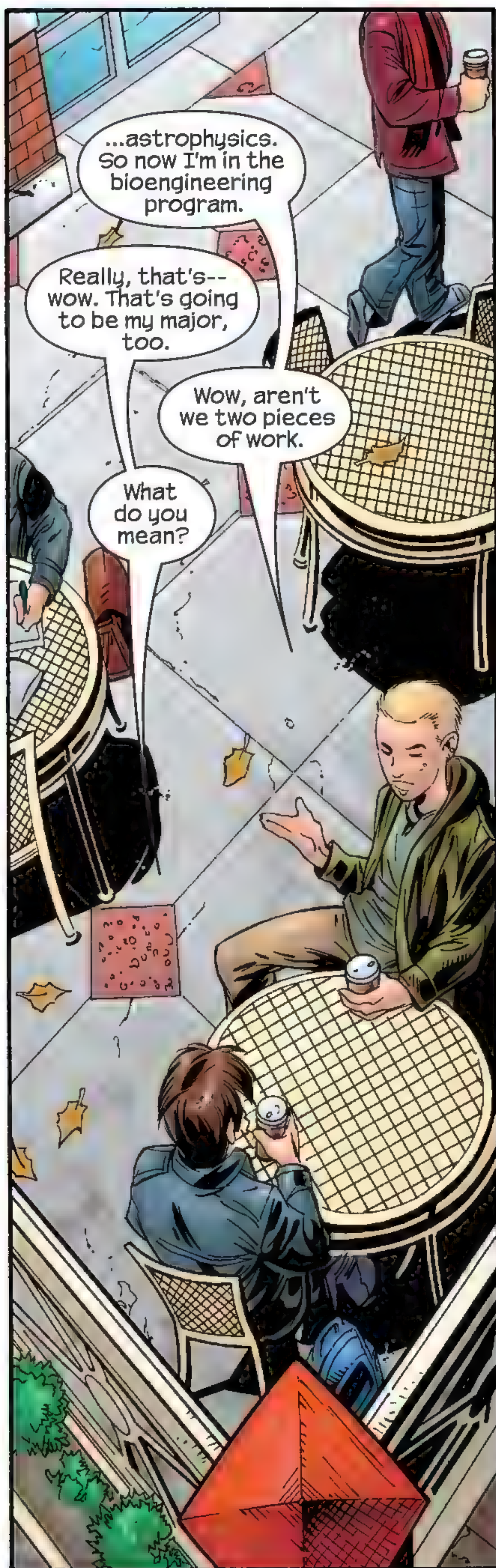
Such an-- God!

Who is that?

That's the short end of the dorm roommate stick.

Right back at ya.

Let's go get some coffee. Coffee?



...astrophysics. So now I'm in the bioengineering program.

Really, that's-- wow. That's going to be my major, too.

Wow, aren't we two pieces of work.

What do you mean?



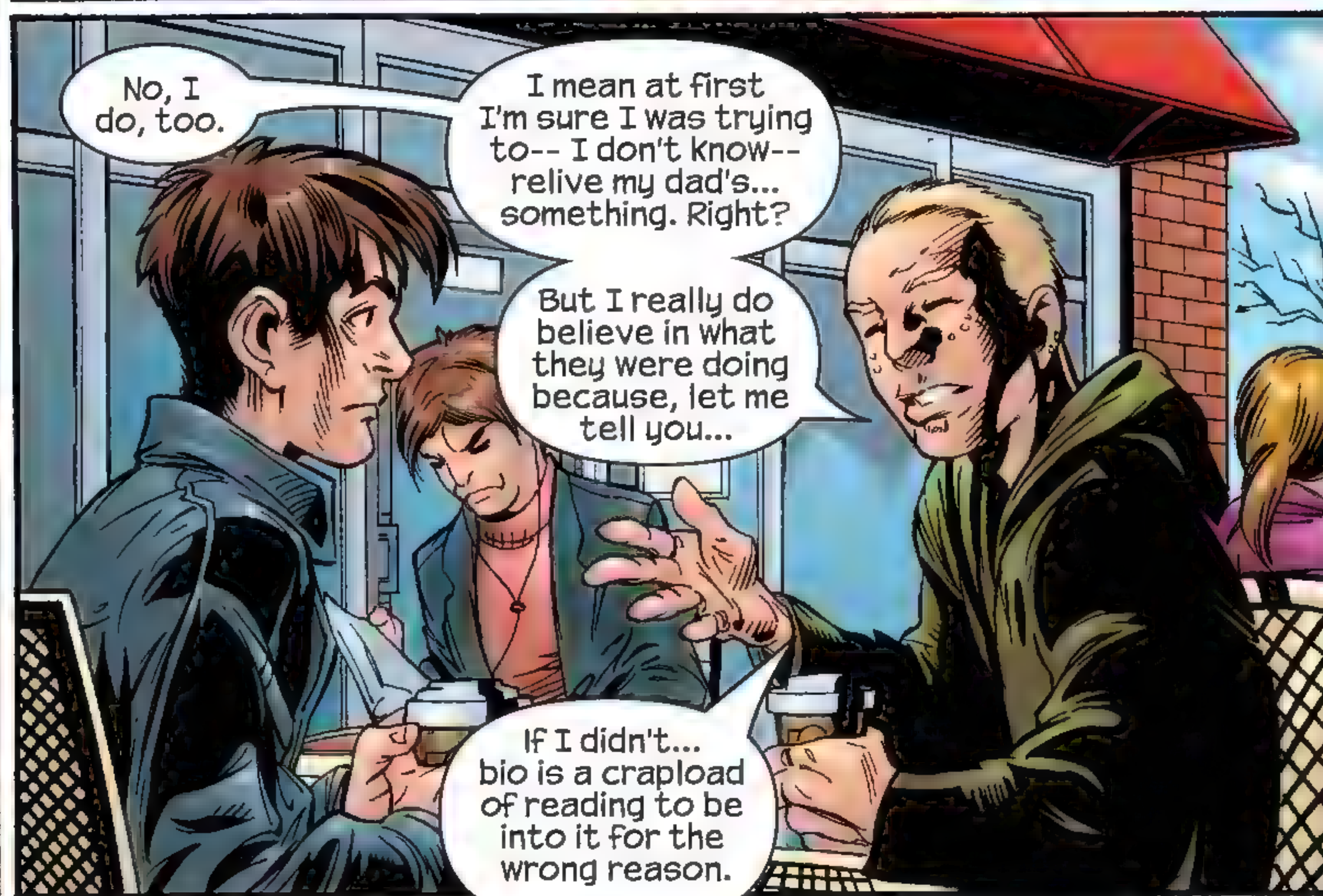
Two little ghost chasers-- me and you.

Trying to impress our daddies.



Well, I--

I read some of my dad's papers and I-- I really believe in his work.

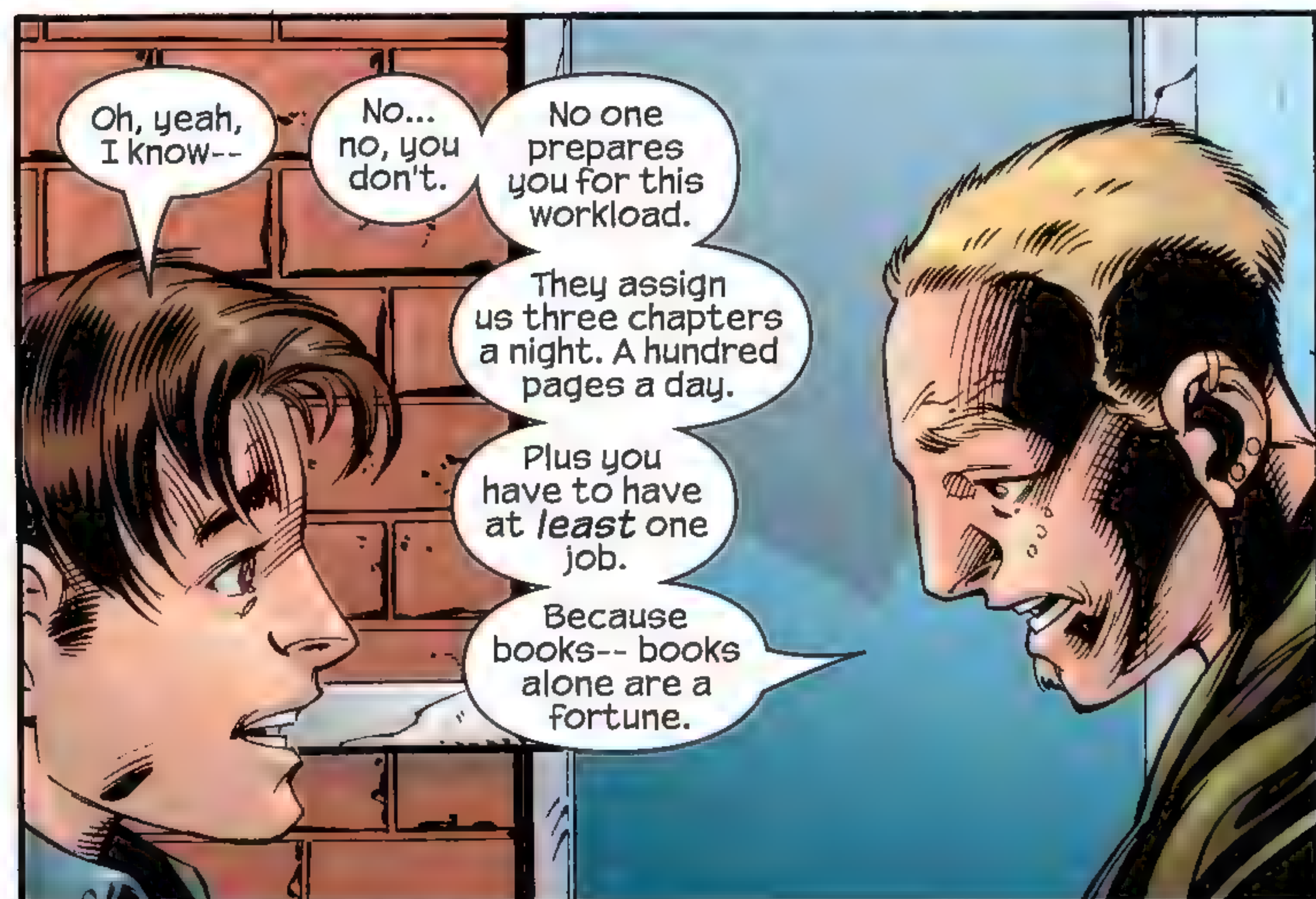


No, I do, too.

I mean at first I'm sure I was trying to-- I don't know-- relieve my dad's... something. Right?

But I really do believe in what they were doing because, let me tell you...

If I didn't... bio is a crapload of reading to be into it for the wrong reason.



Oh, yeah, I know--

No... no, you don't.

No one prepares you for this workload.

They assign us three chapters a night. A hundred pages a day.

Plus you have to have at *least* one job.

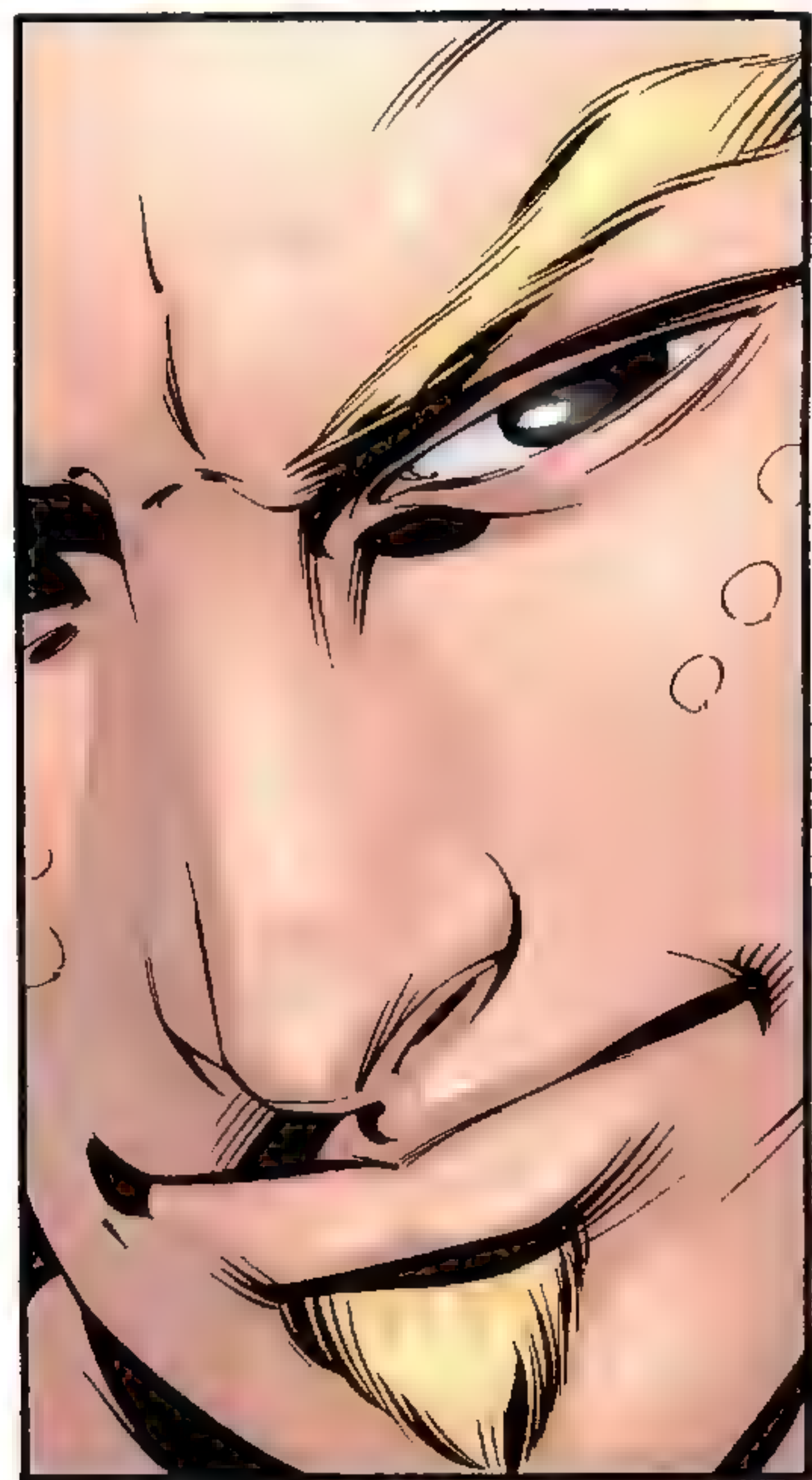
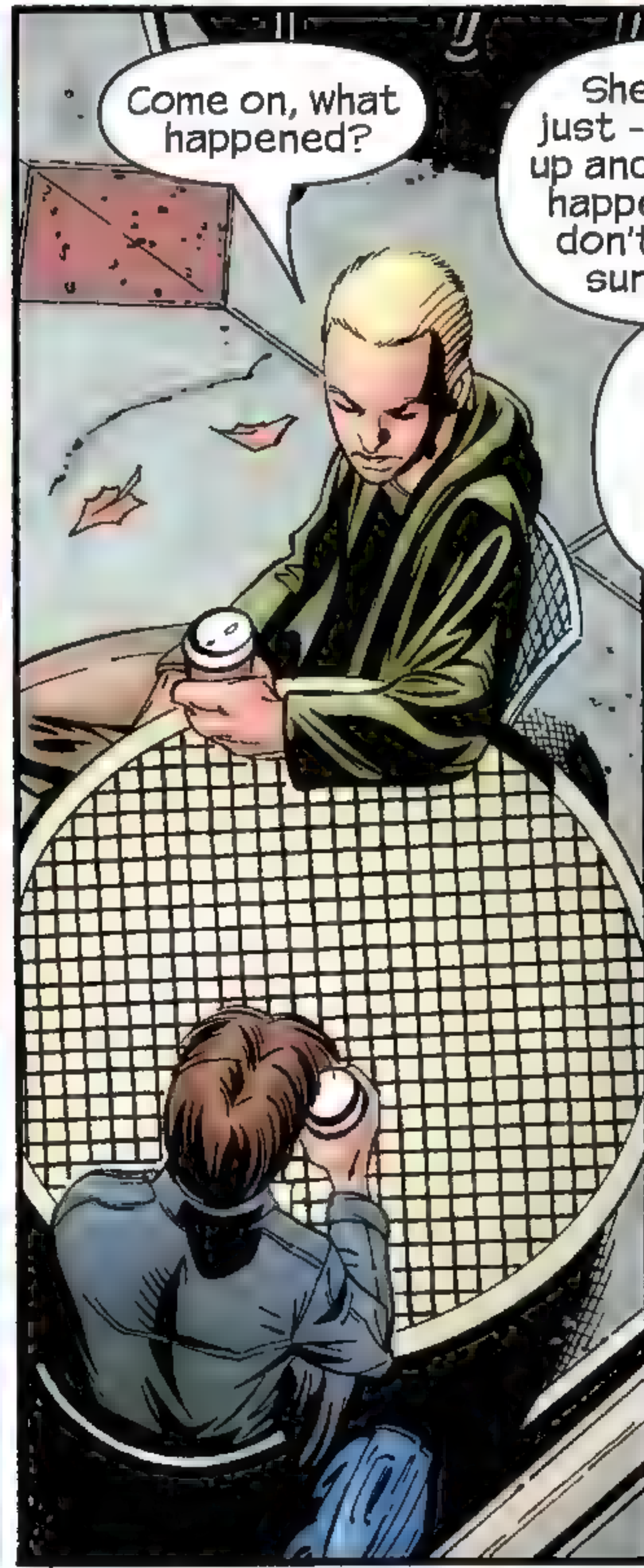
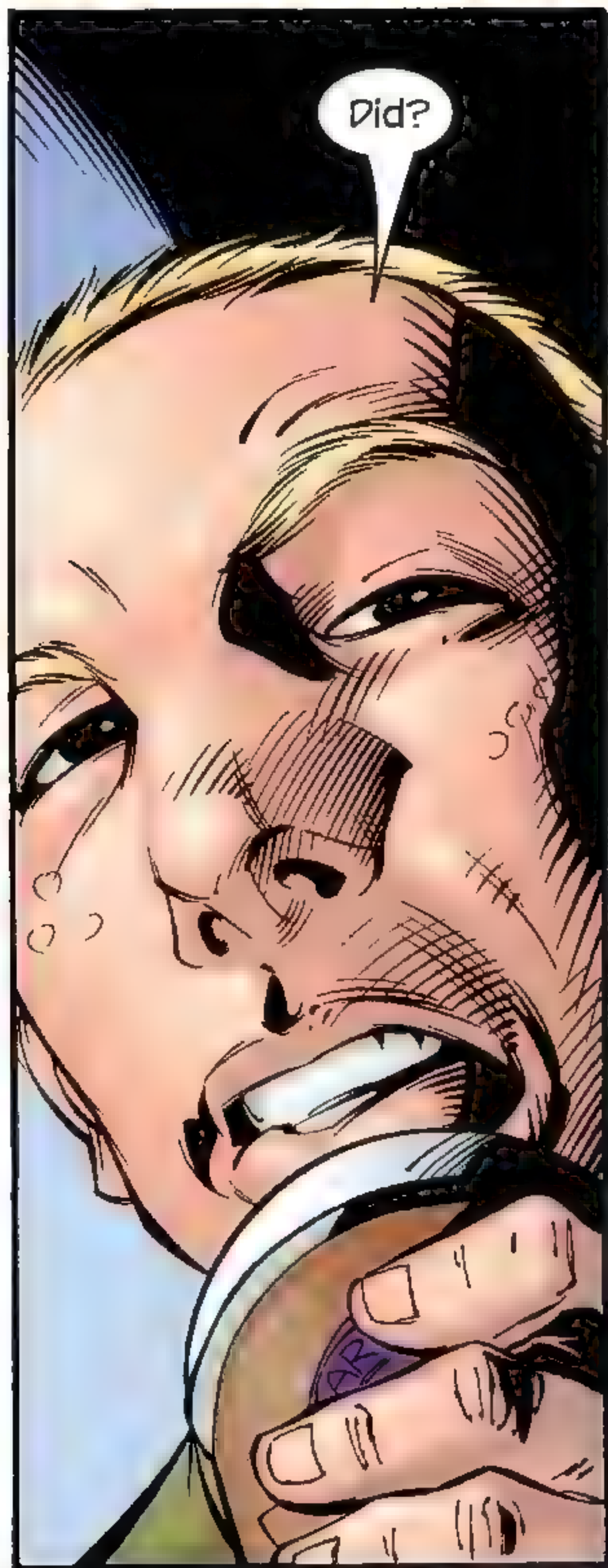
Because books-- books alone are a fortune.

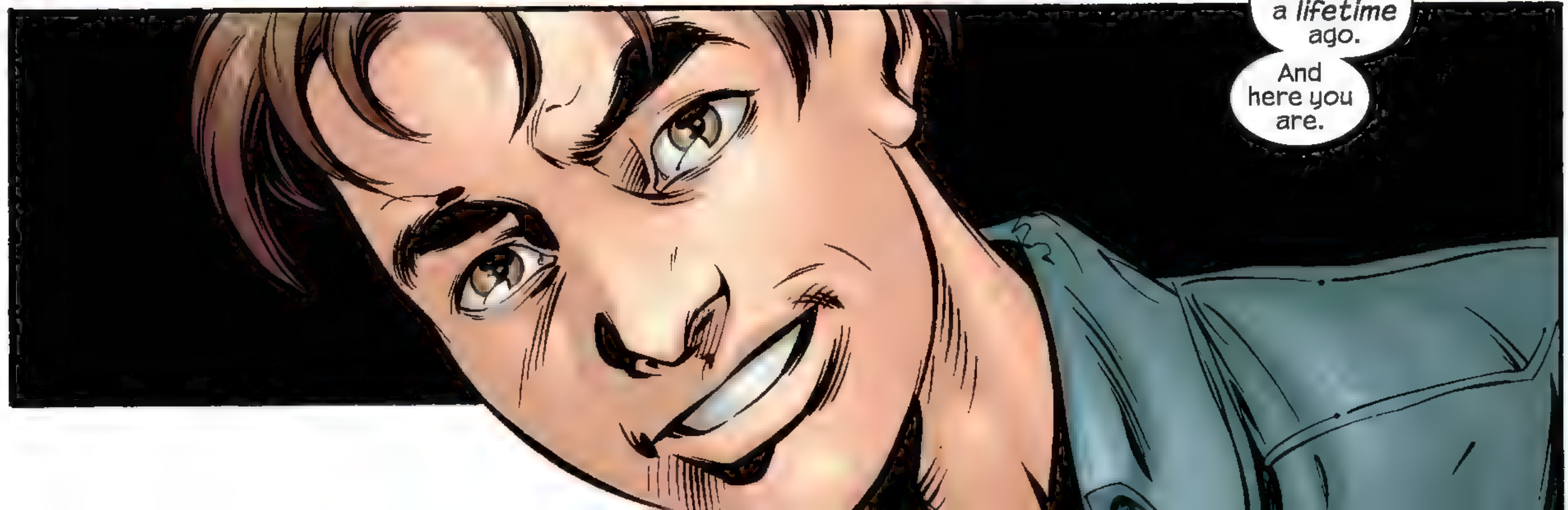
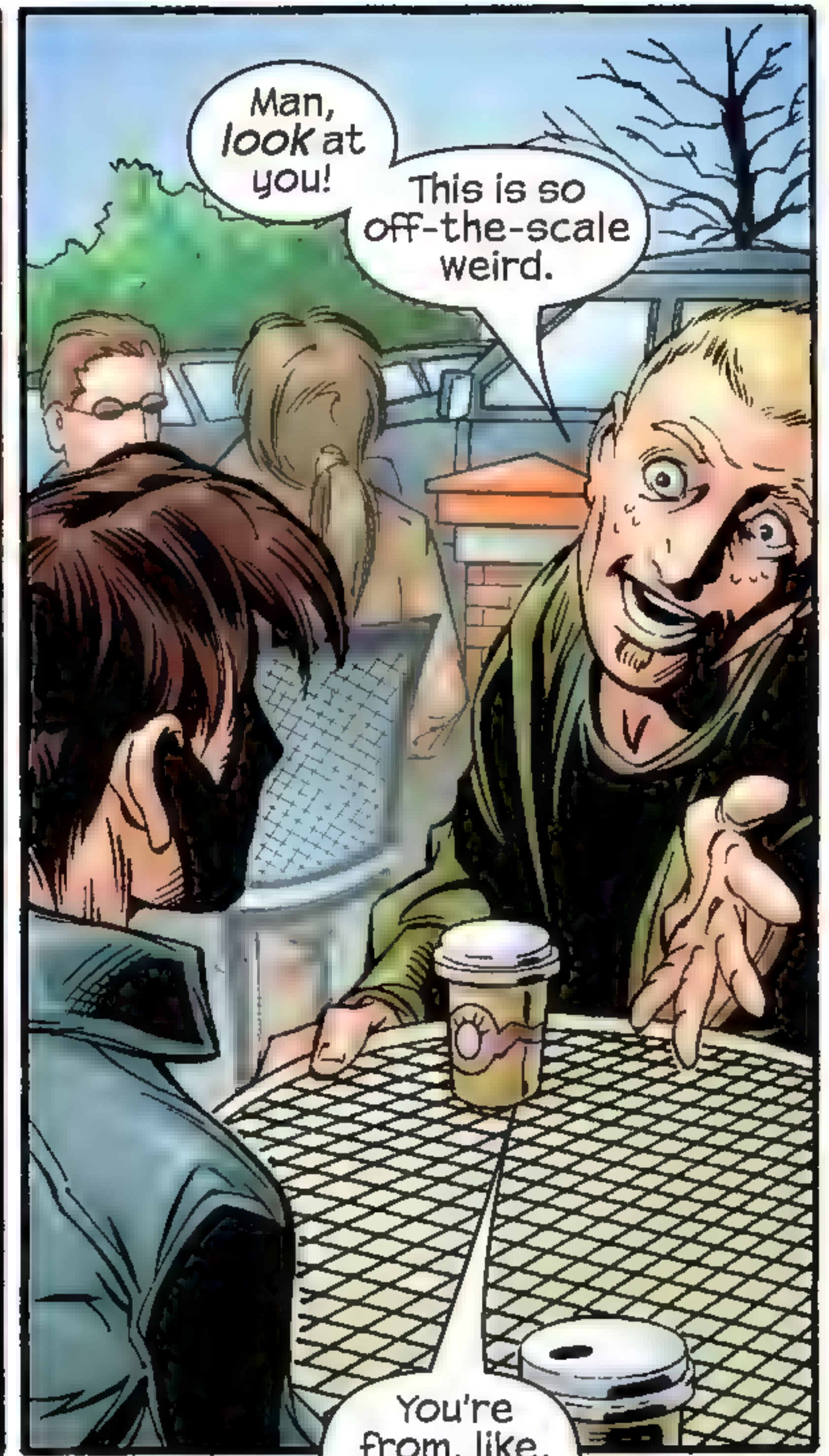
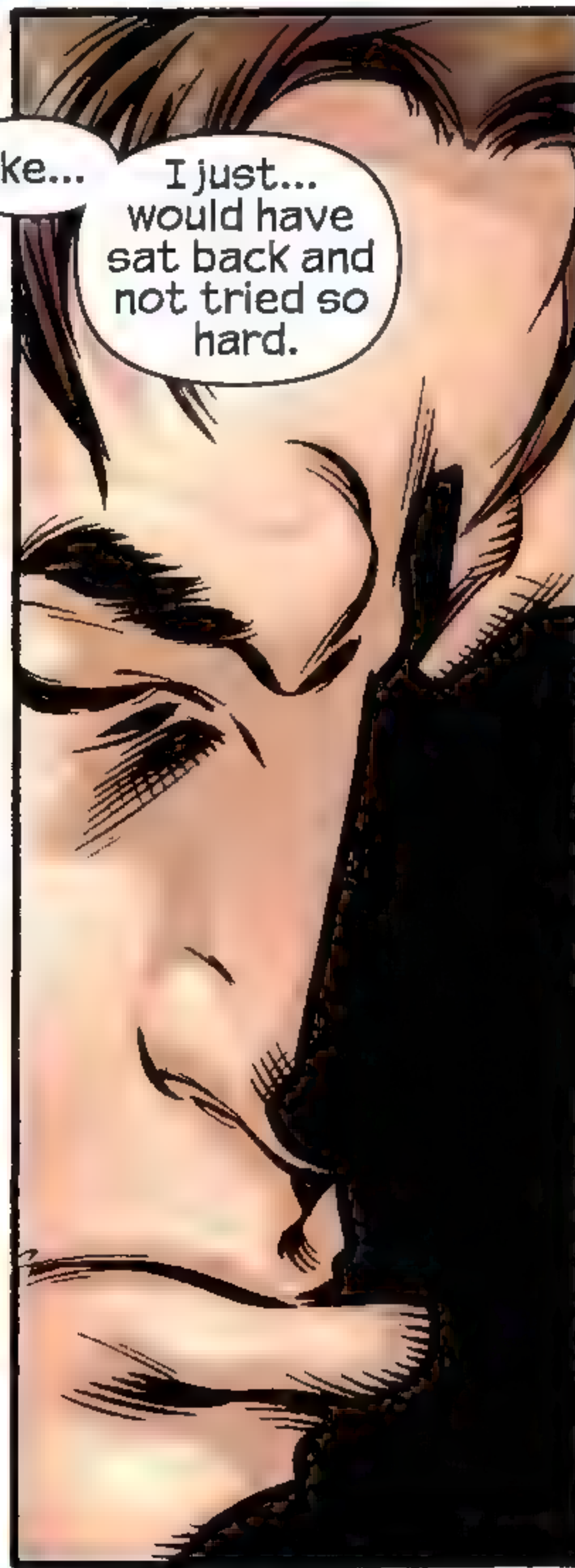
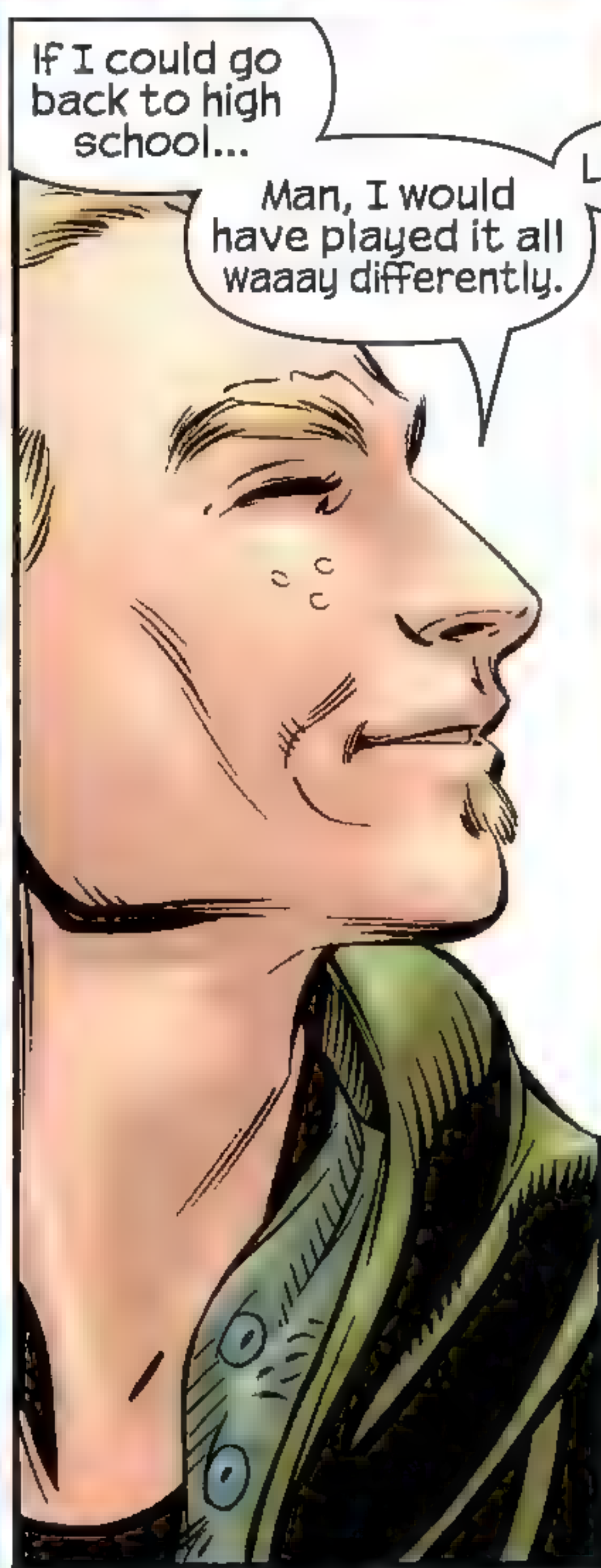
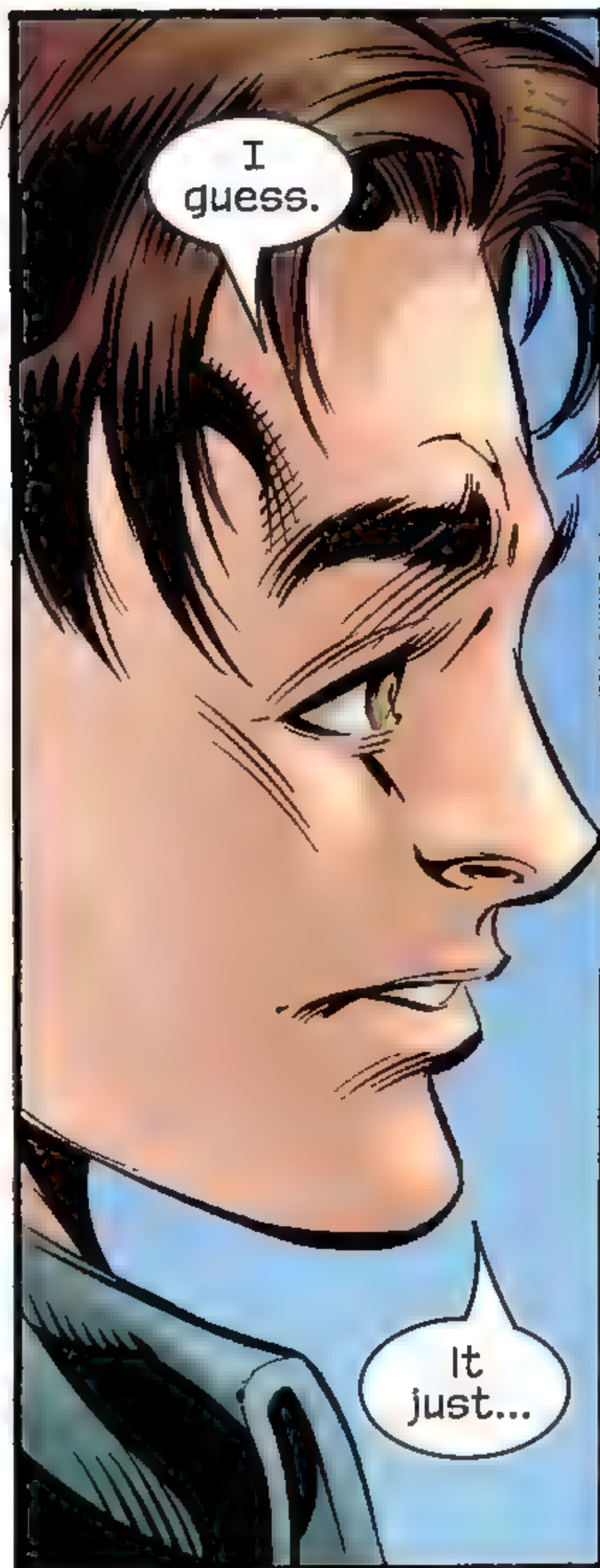
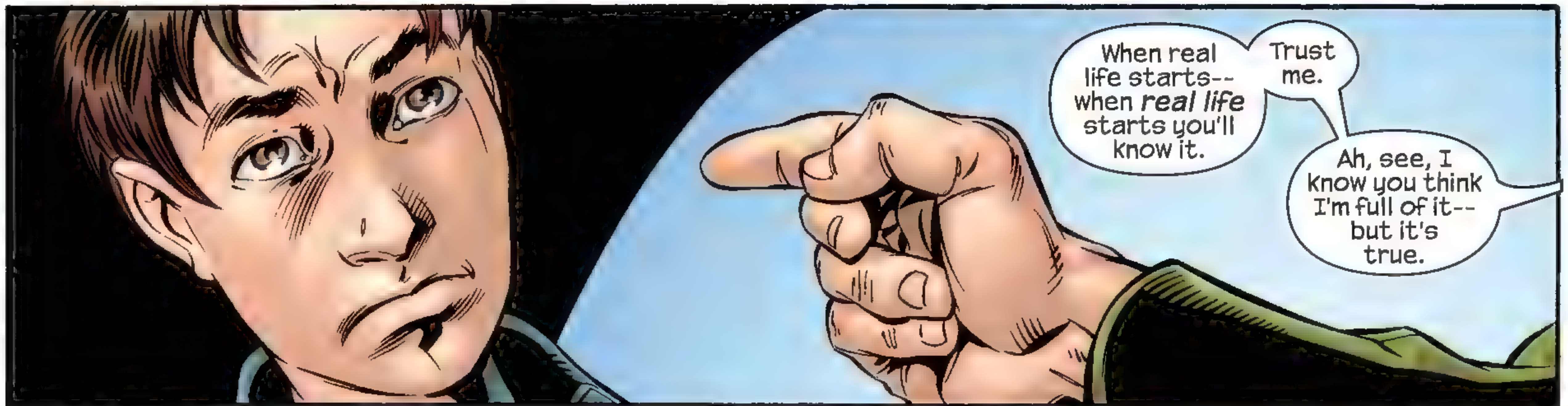


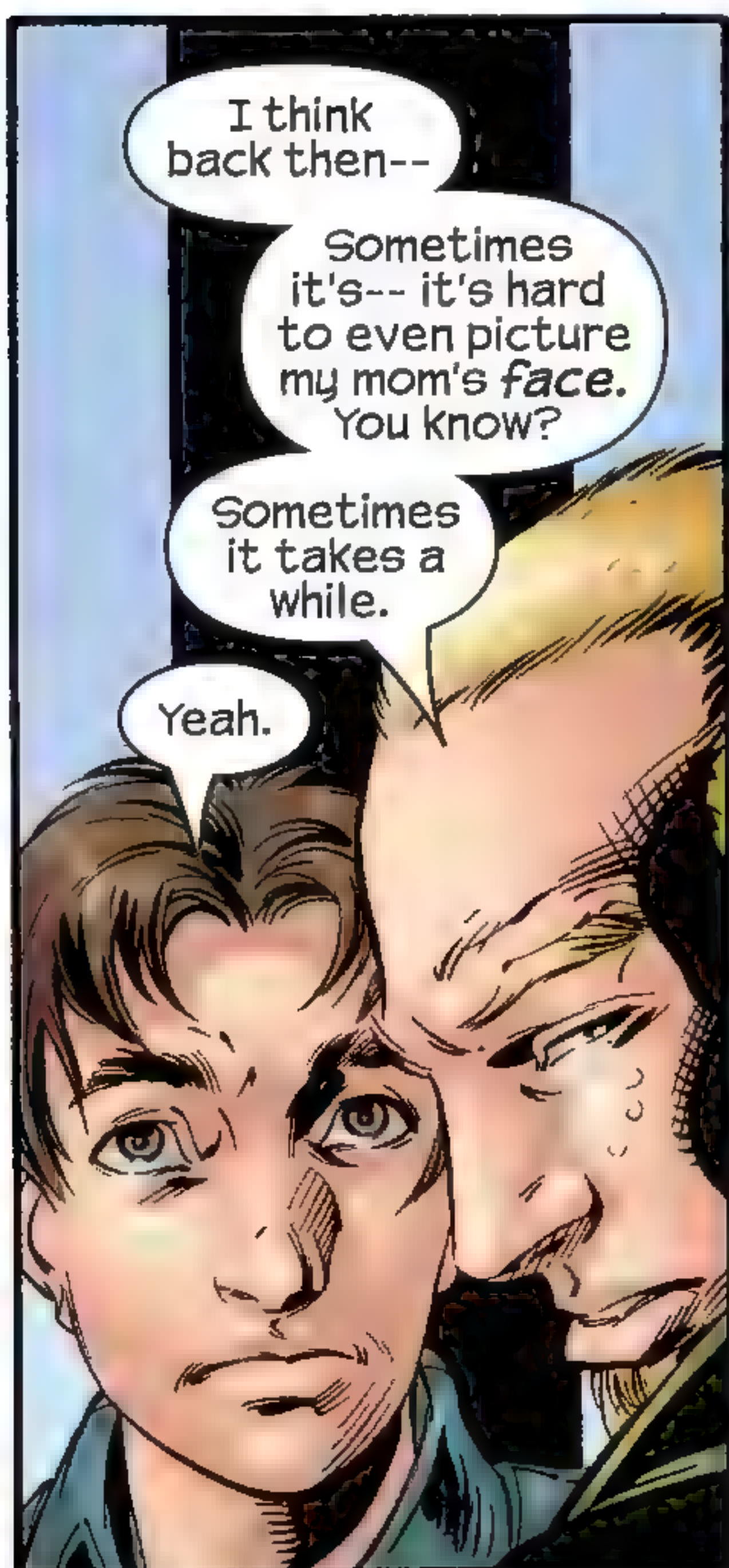
And this city pretty much guarantees that you aren't going to be able to afford taking a girl out on a proper date unless you're one of those Wall Street guys...

...and who wants to be one of those.

You got, like, a girlfriend or something?







I think back then--

Sometimes it's-- it's hard to even picture my mom's *face*. You know?

Sometimes it takes a while.

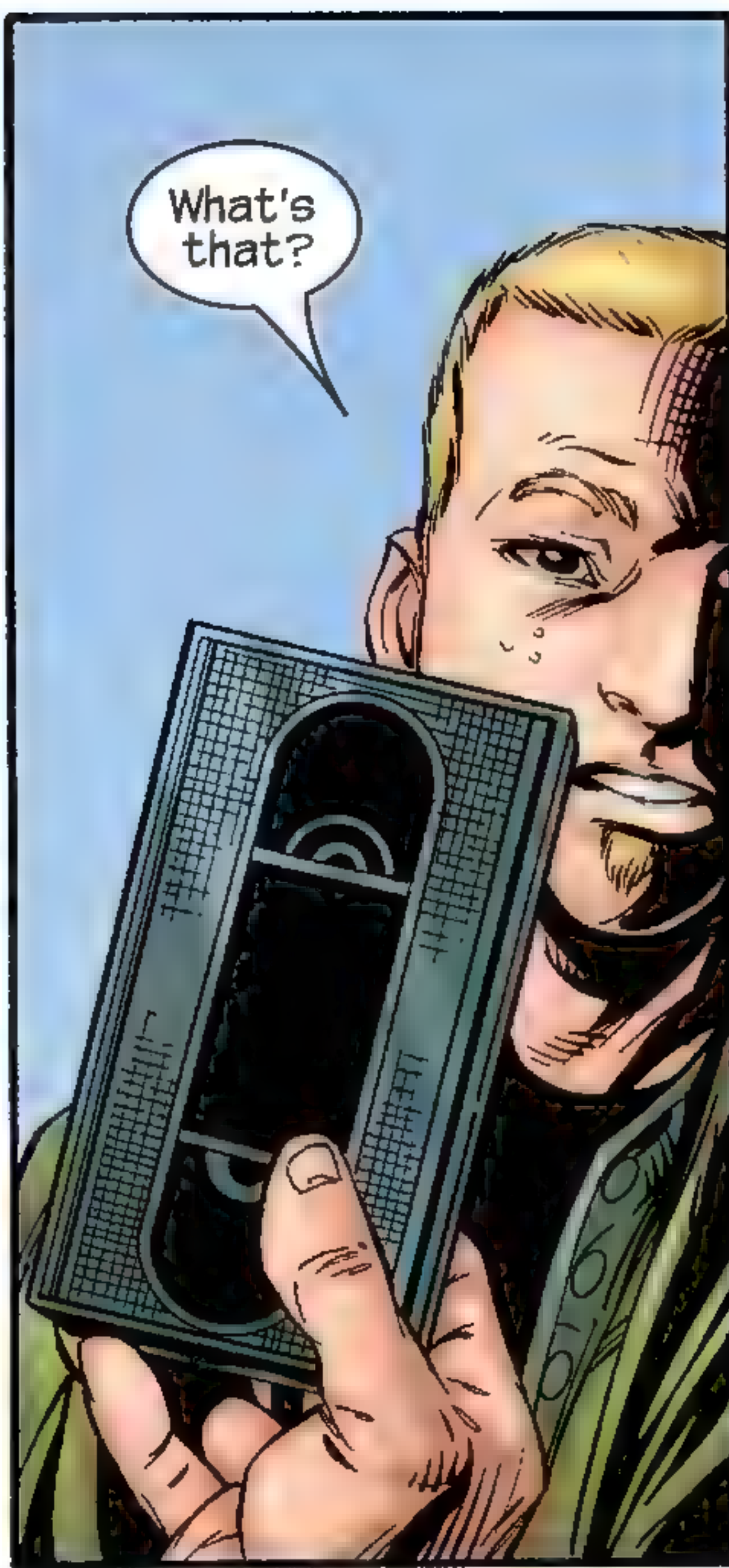
Yeah.



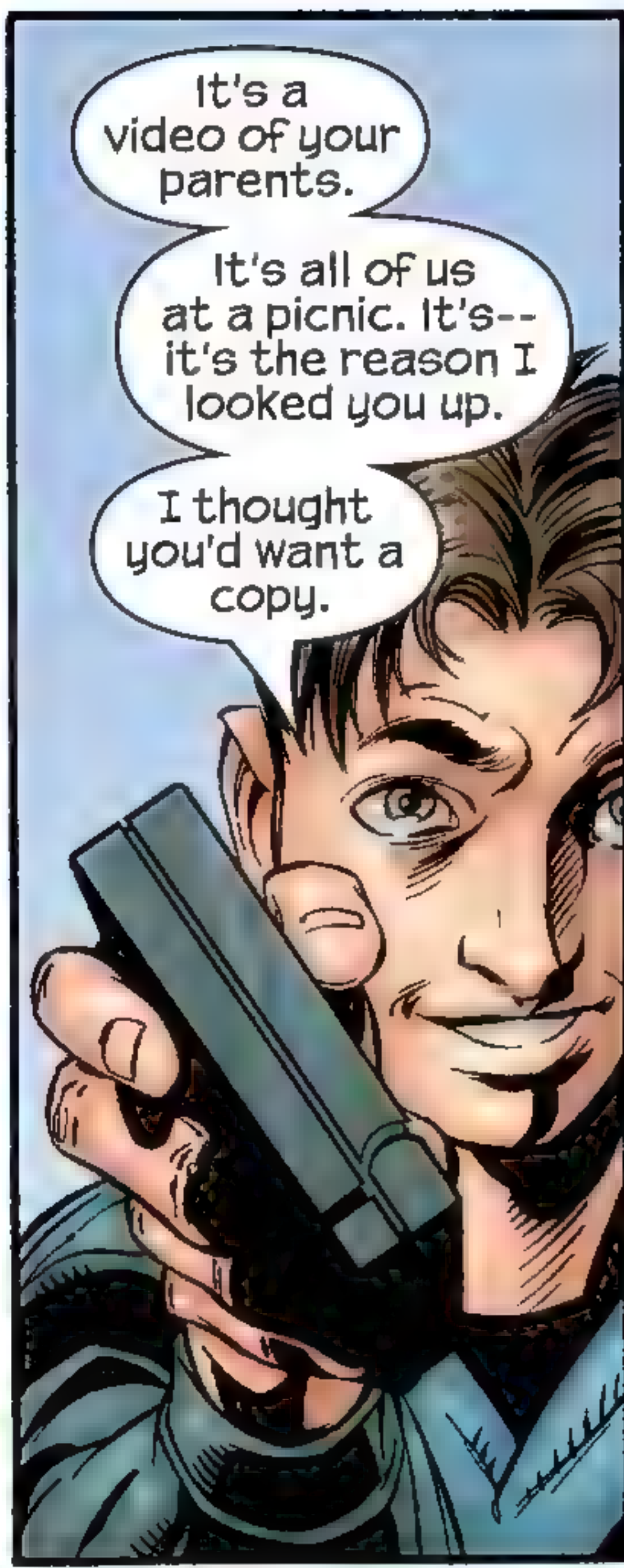
I look at the pictures and I go: okay, *that's* them.

But sometimes I worry that I'm not *remembering* them right--

--it's-- ugh-- it's hard to explain and I'm doing it badly.



What's that?



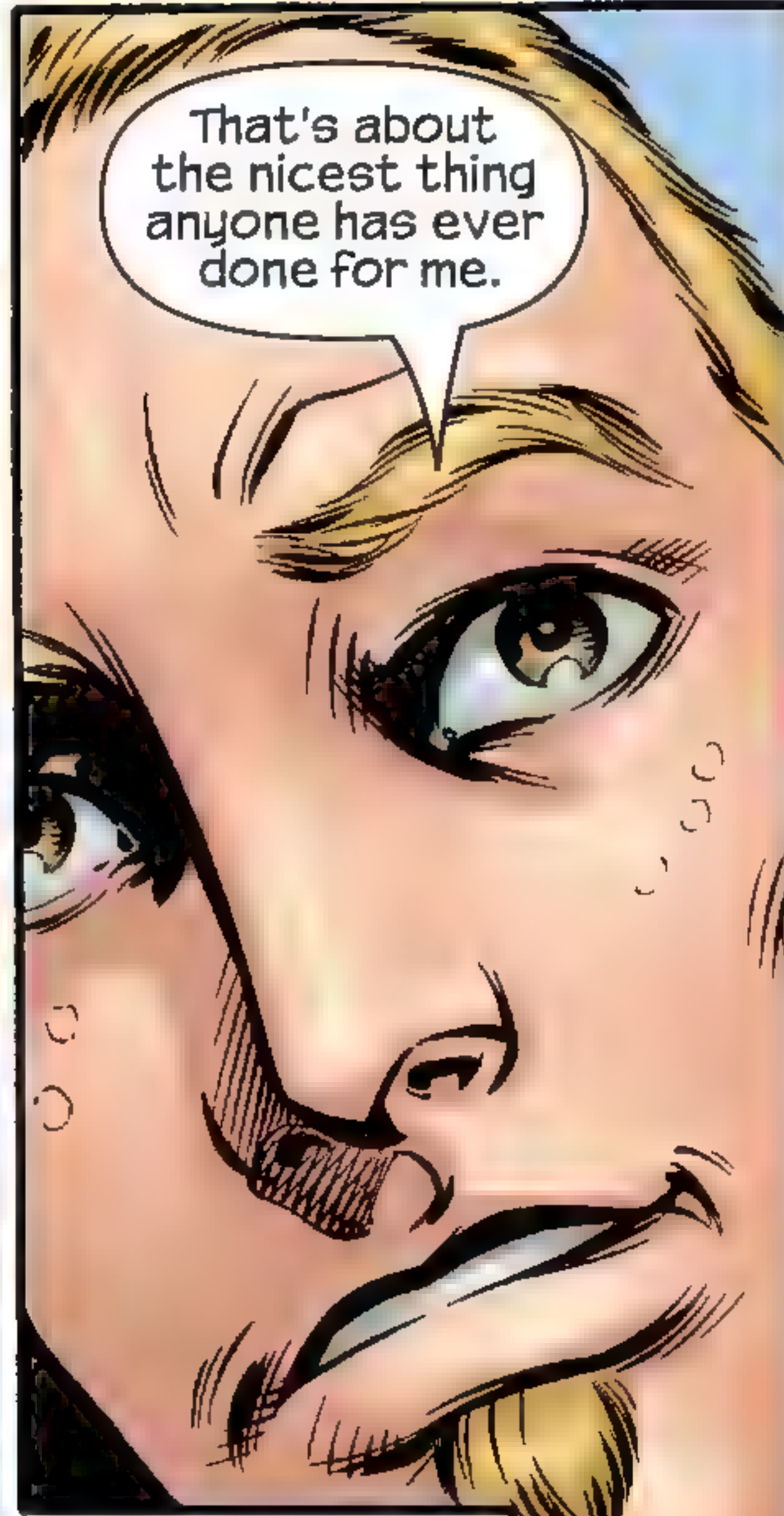
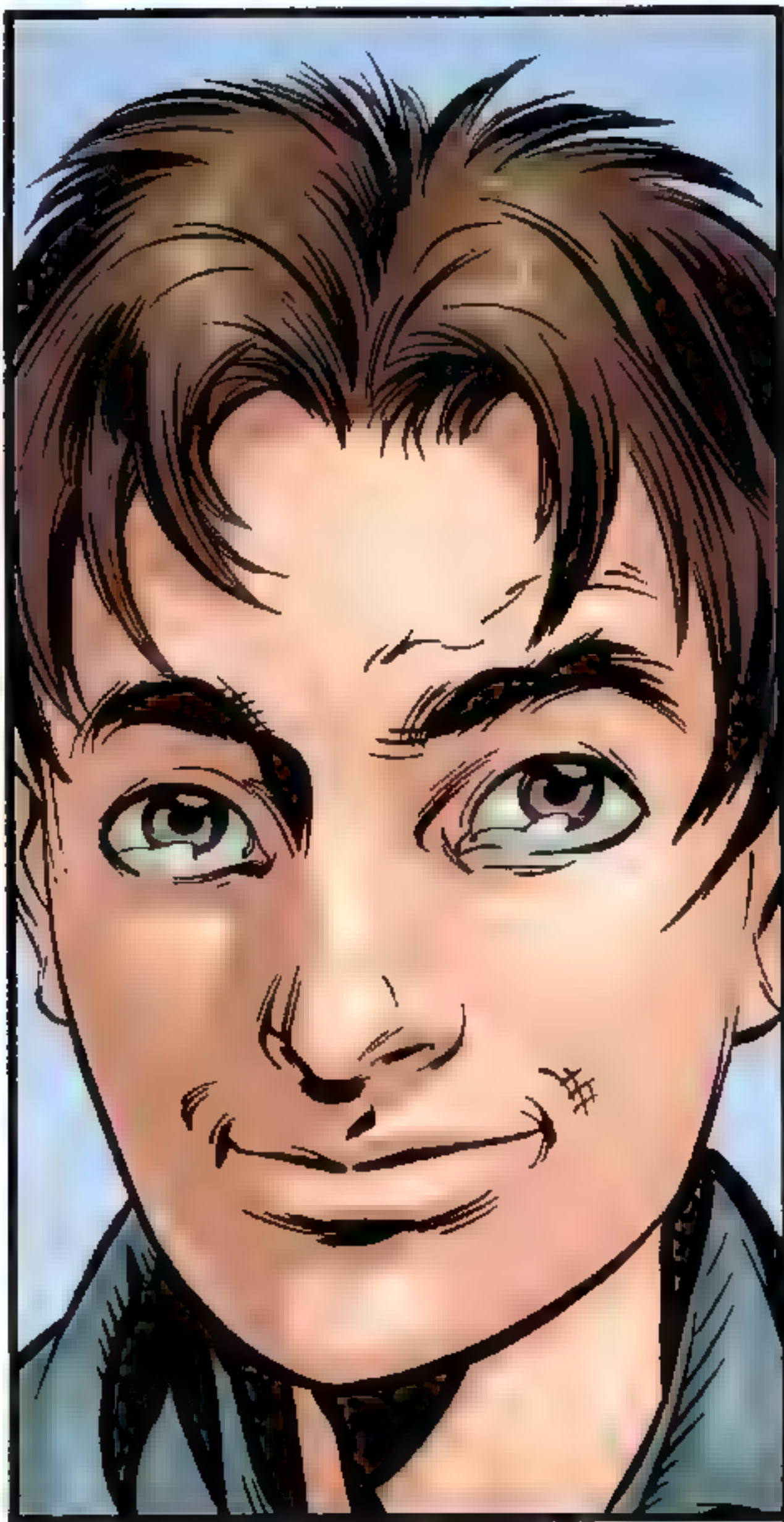
It's a video of your parents.

It's all of us at a picnic. It's-- it's the reason I looked you up.

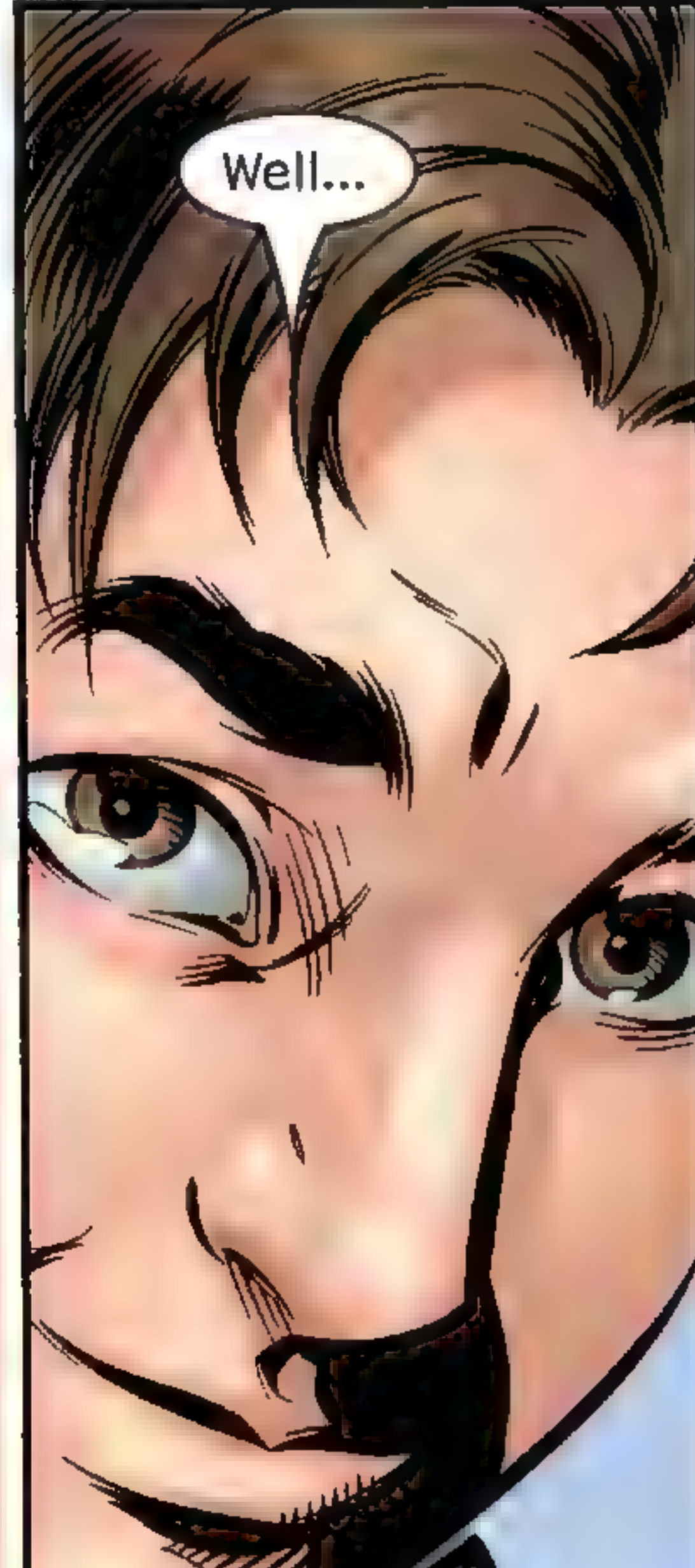
I thought you'd want a copy.



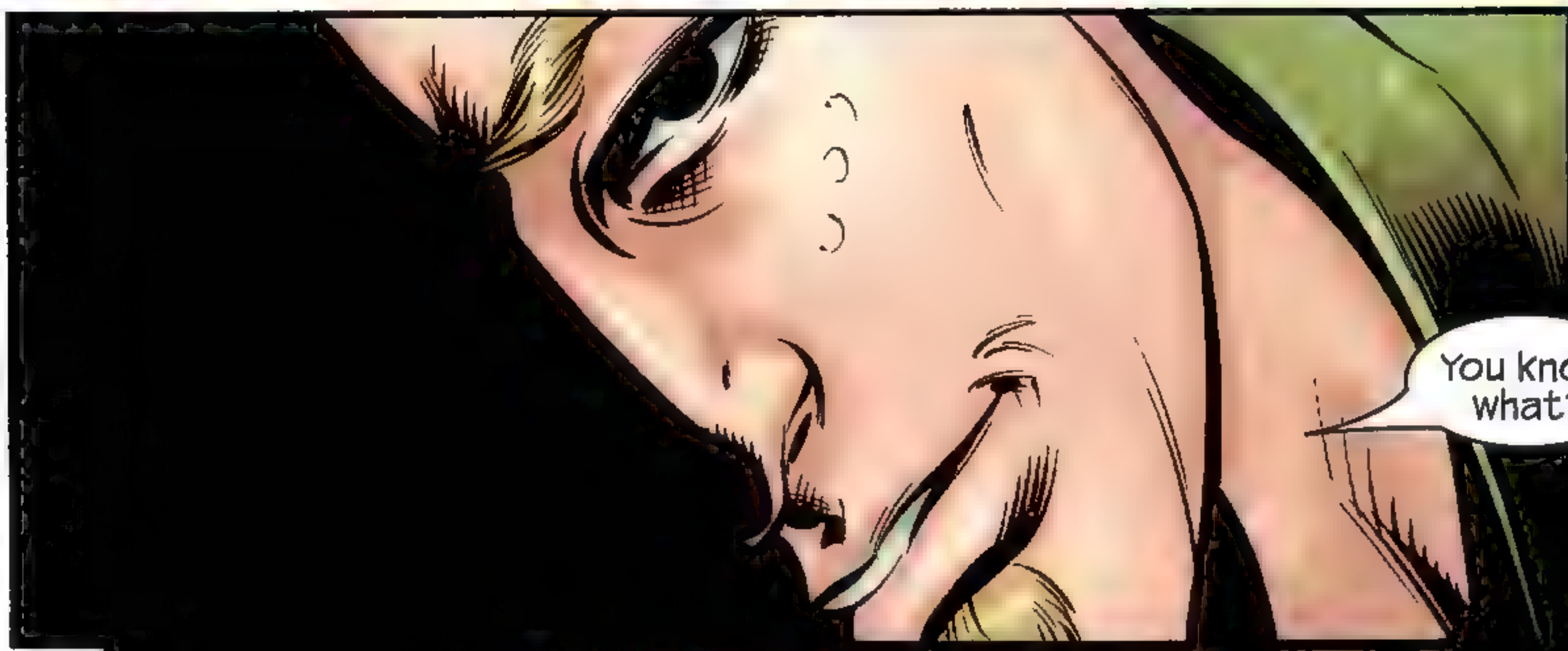
Wow.



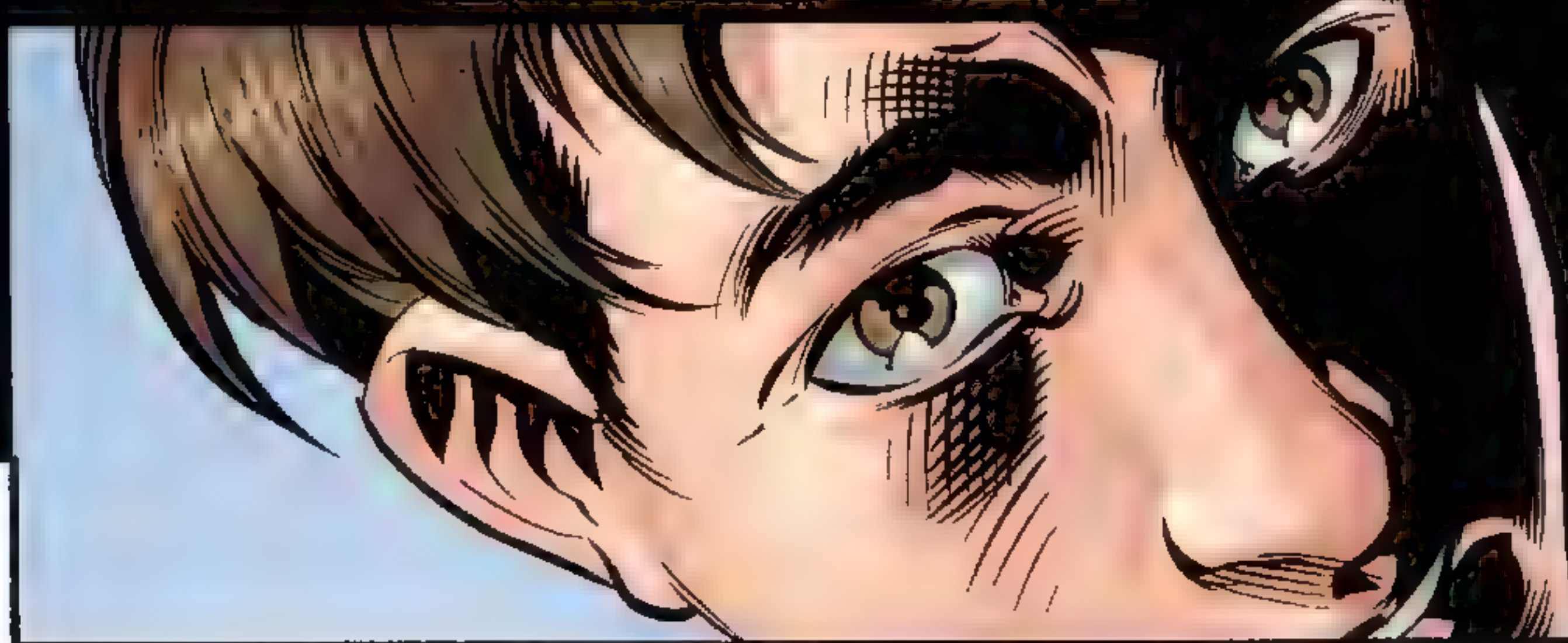
That's about the nicest thing anyone has ever done for me.



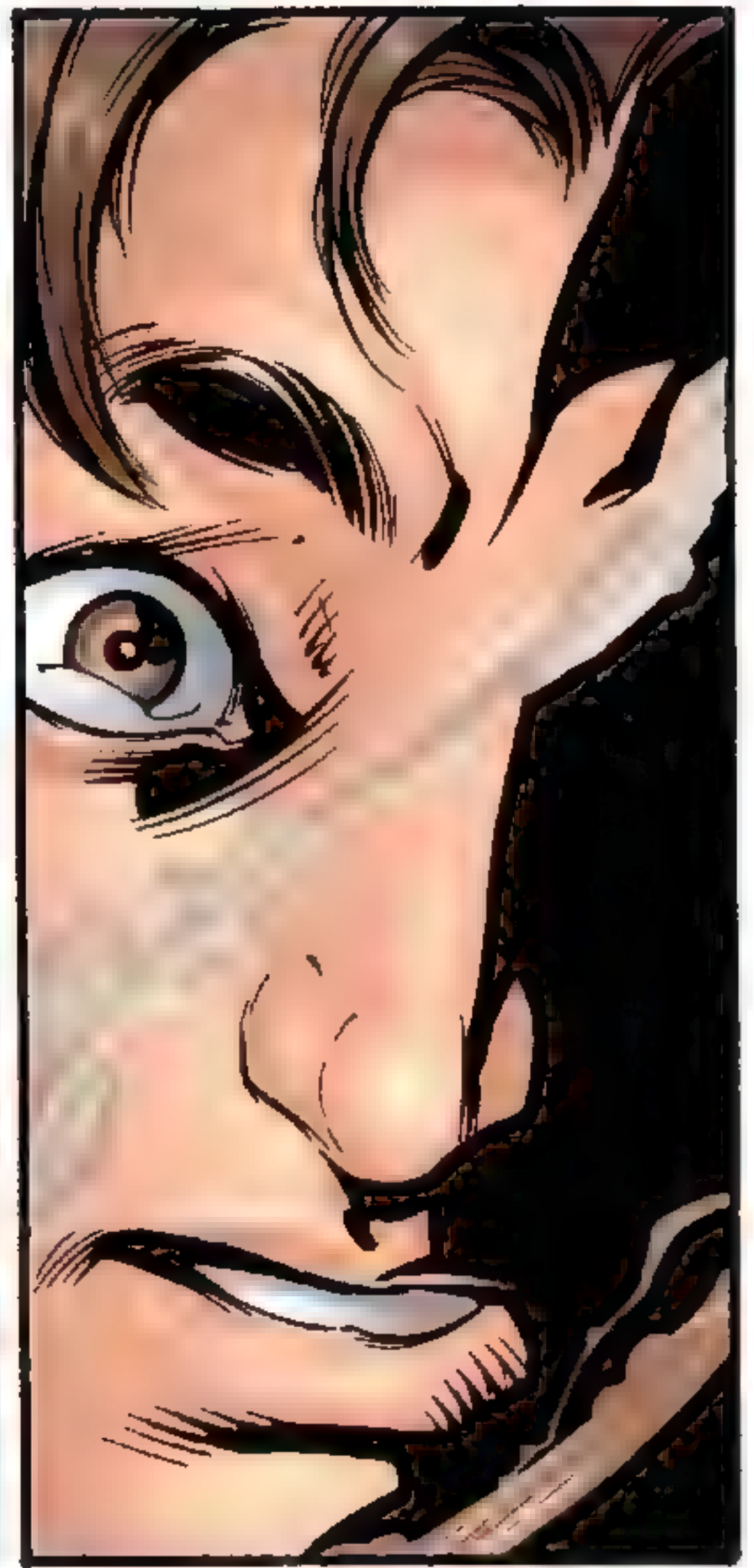
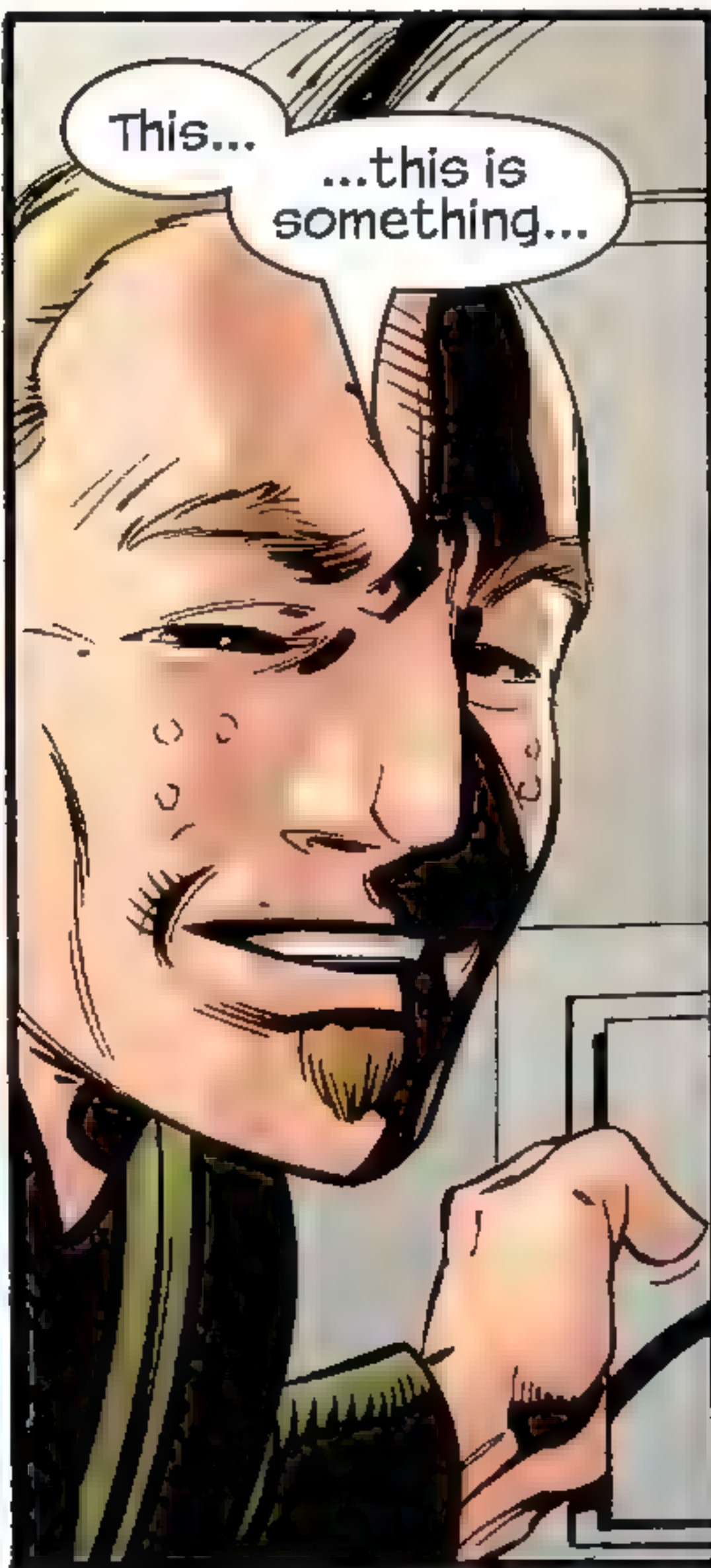
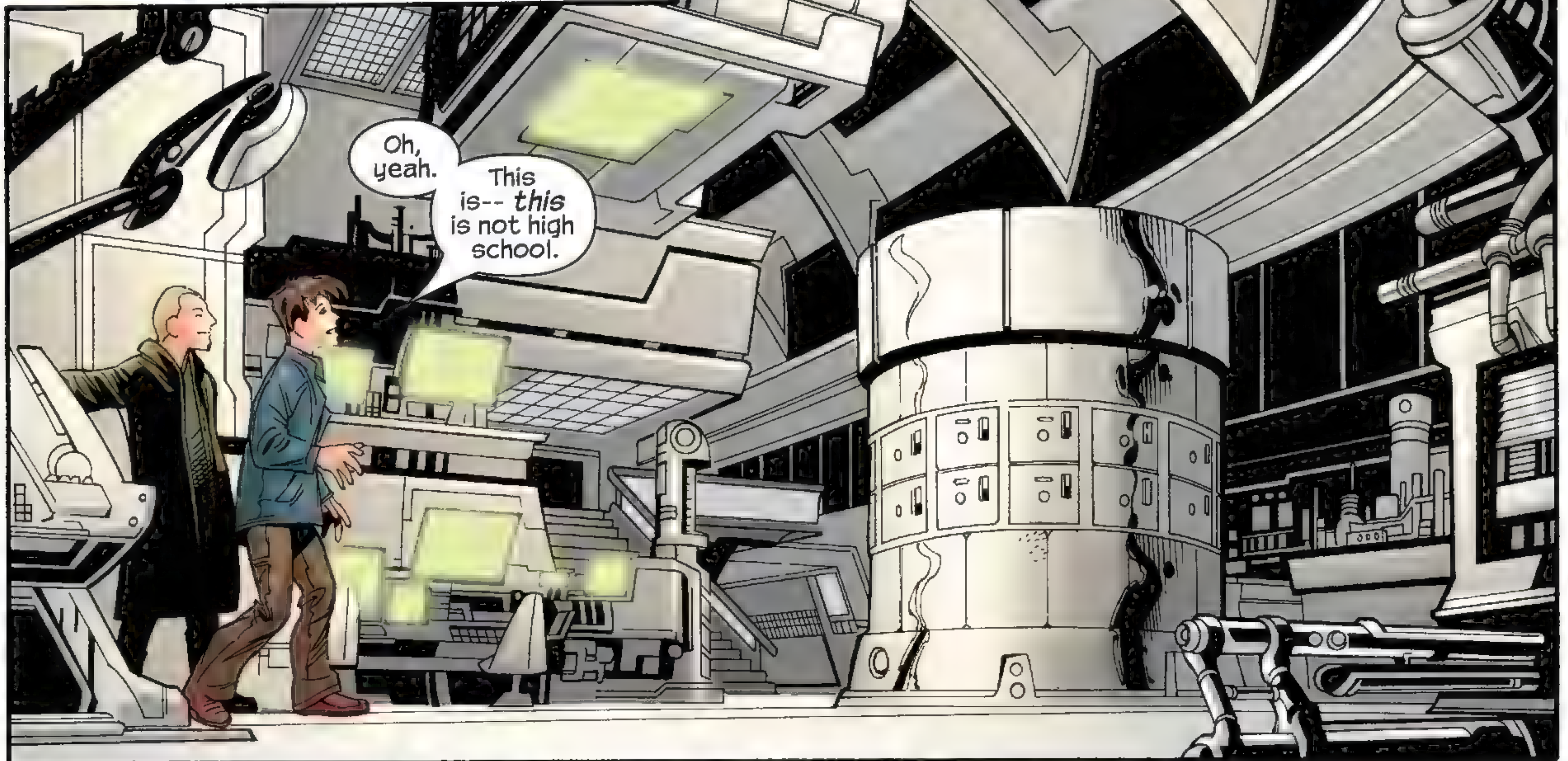
Well...

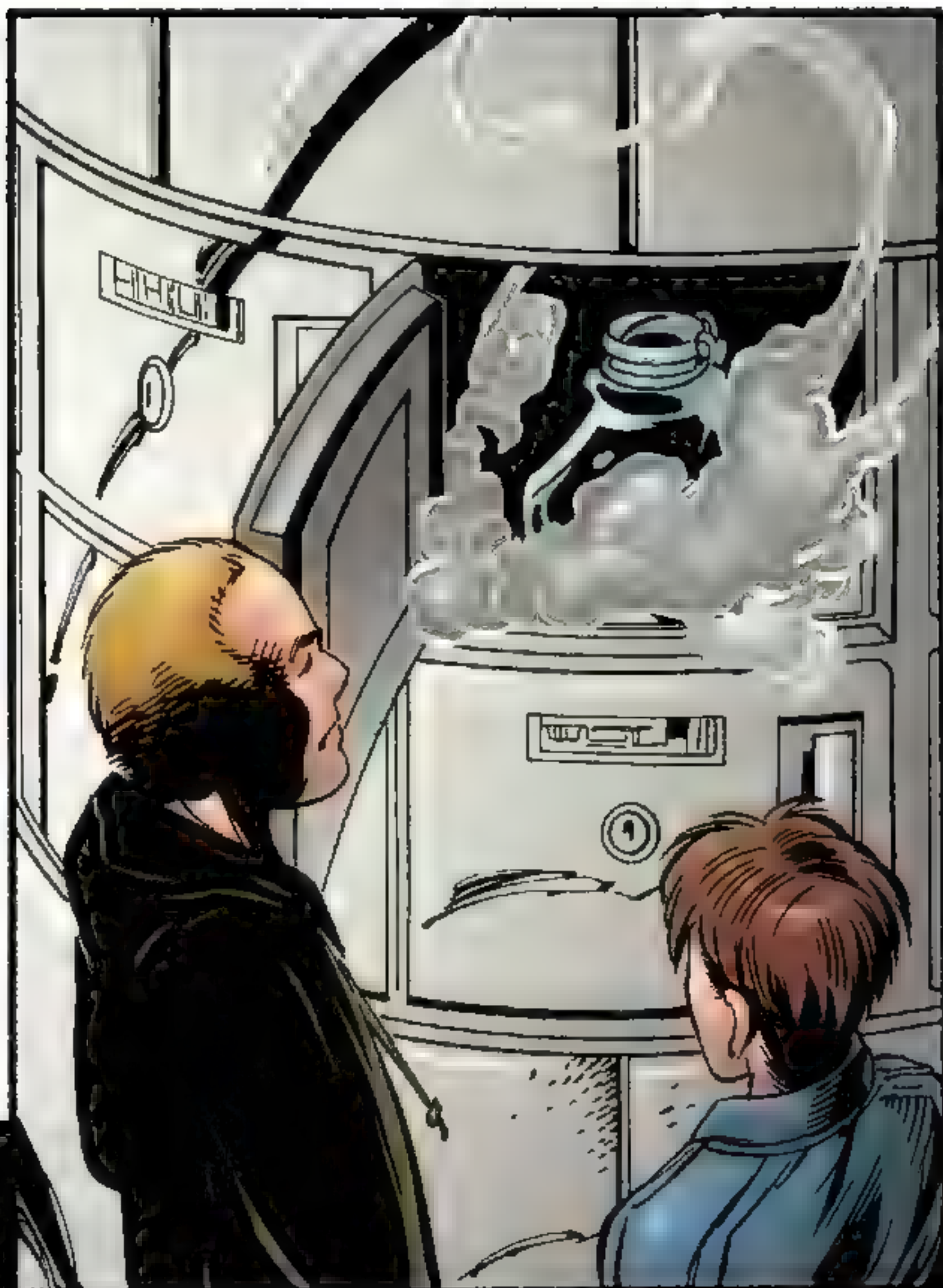


You know what?



I have something to show *you*, too.





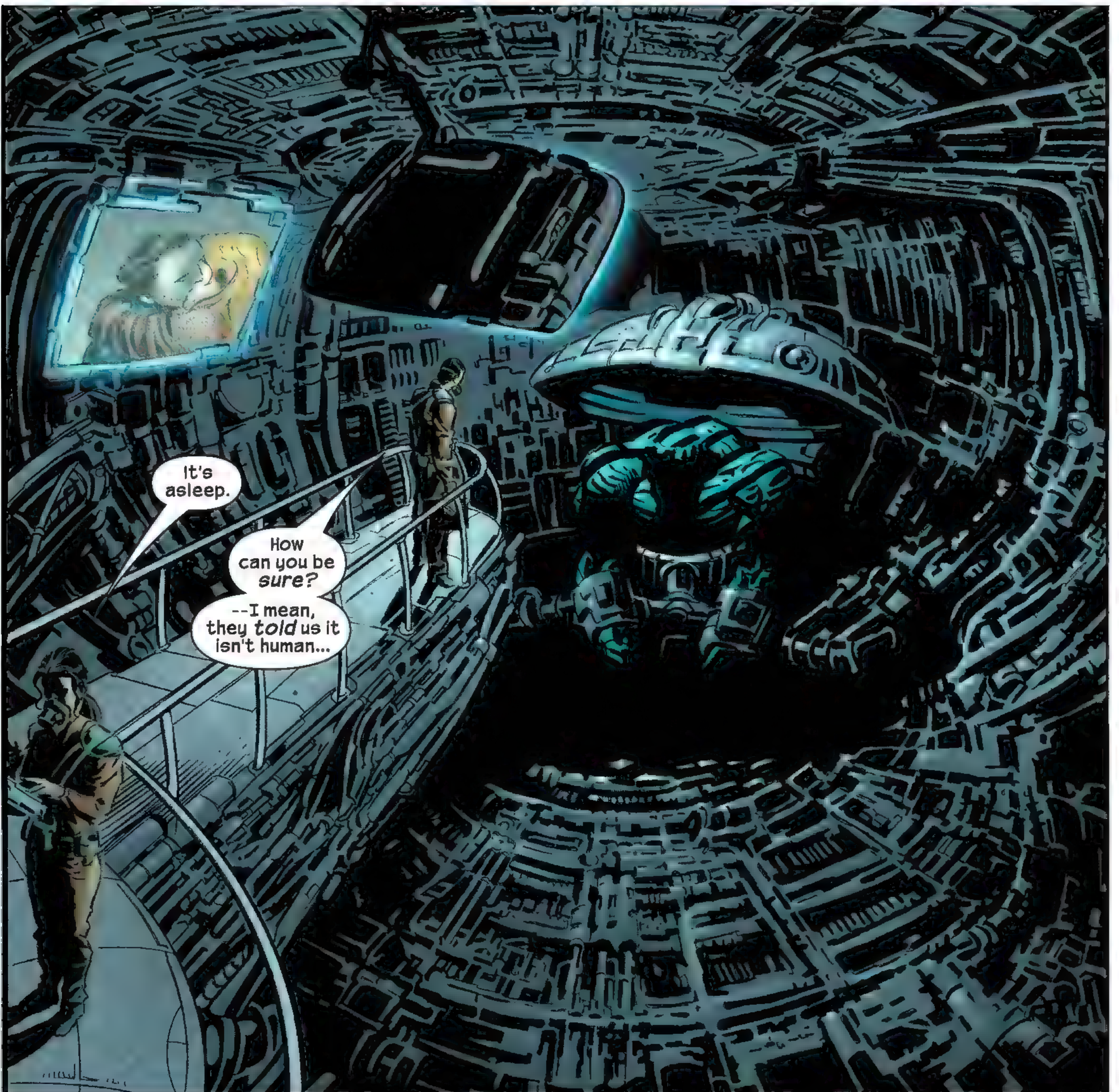
To be continued...

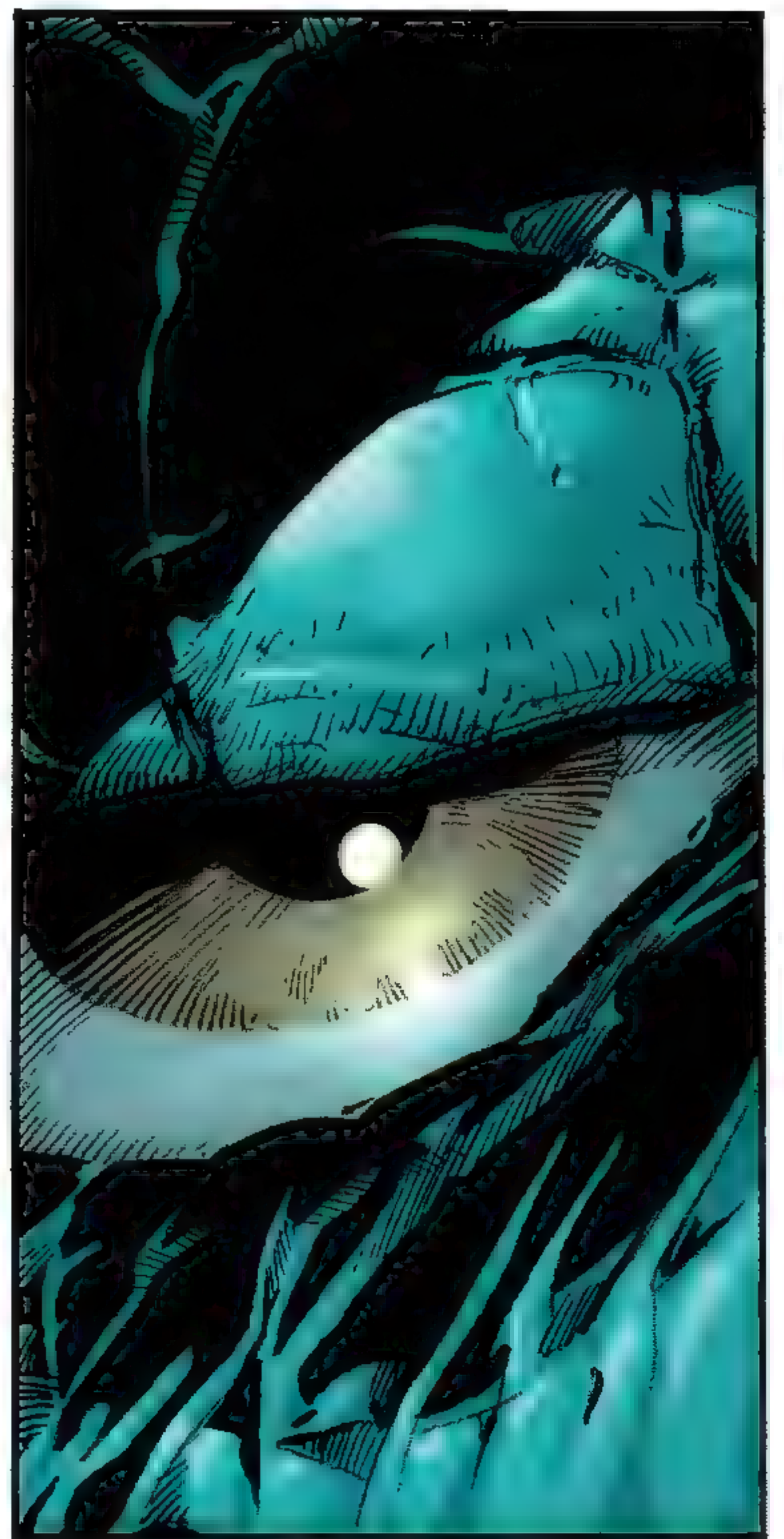
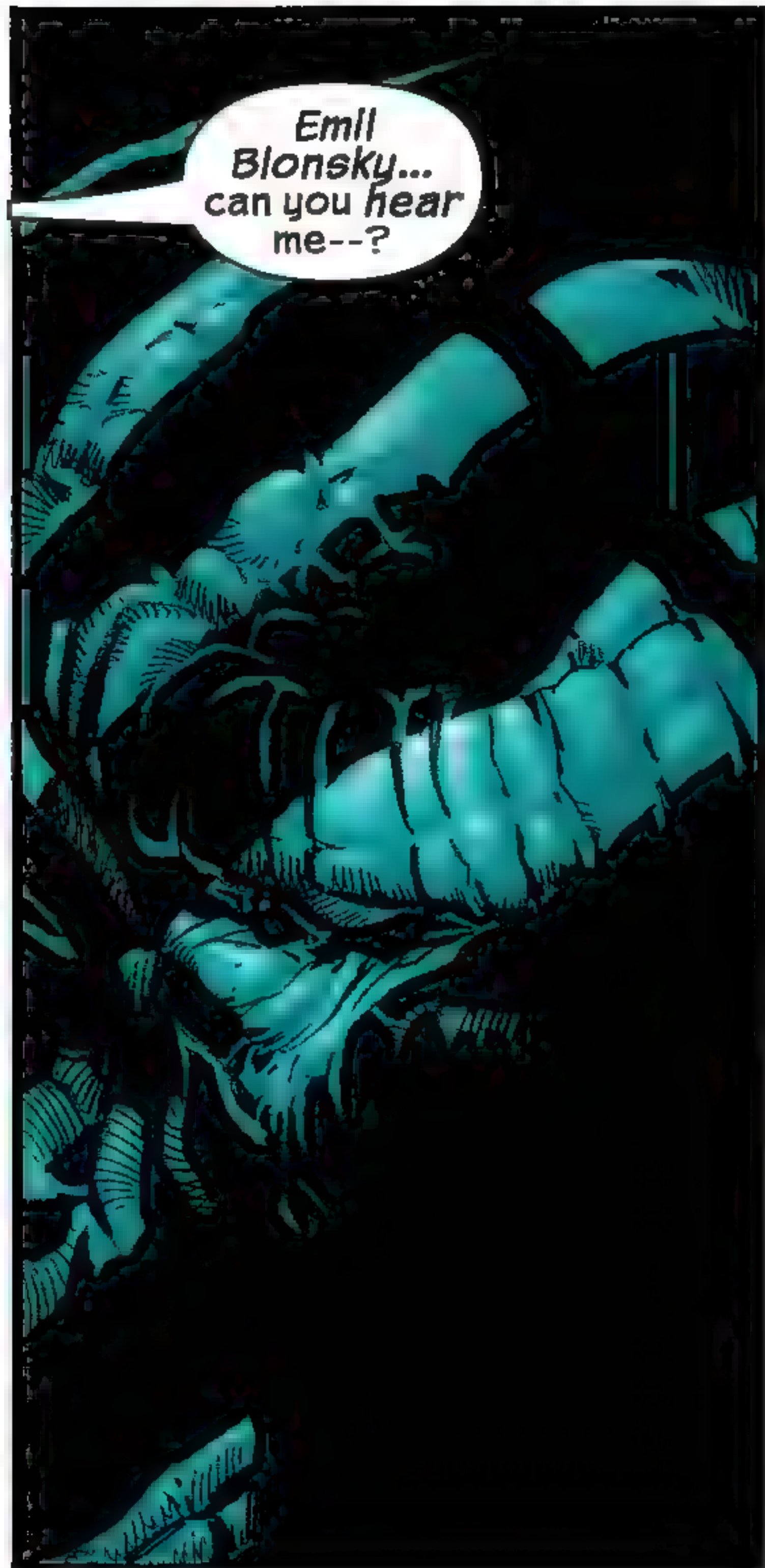
MARVEL[®]

WOLFE
#50

FREE PREVIEW OF

**IN A SECRET UNDERGROUND BUNKER IN
THE AMERICAN SOUTHWEST...**







All attempts to contain The Hulk have failed us...

We know now, the only way to capture him is to defeat him.



Man and his technology cannot do that.

However...



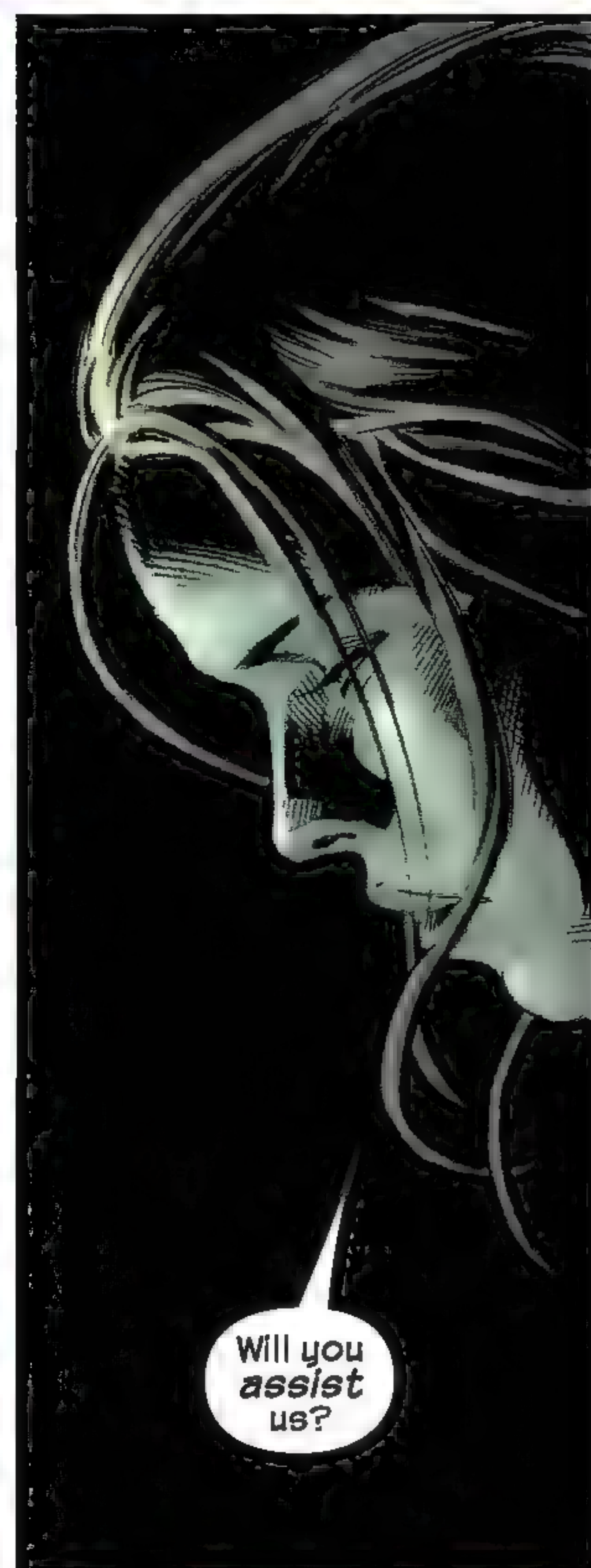
Of all living creatures, *you* alone have the capacity to best him in battle...

...you alone the ability to defeat him utterly.

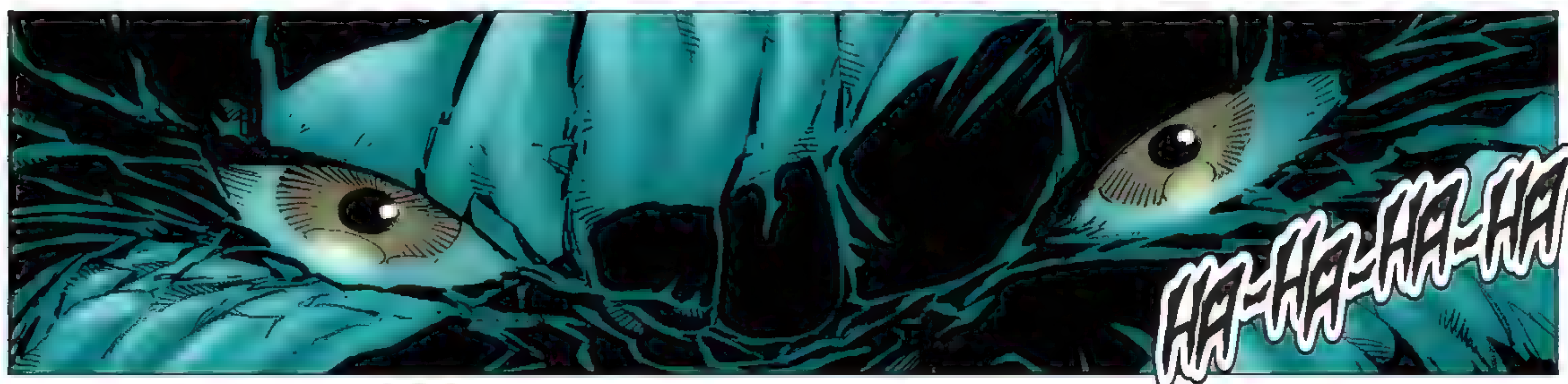


In return, we guarantee your freedom from this chamber...

...and, of course, the safe removal of the neck dart.



Will you assist us?



To Be Continued On February 12th By Bruce Jones & Mike Deodato Jr.!

And Look For The Free Preview In **WIZARD** #137!

ULTIMATE

SPIDER-MAN®

ISSUE

34

INHERITANCE

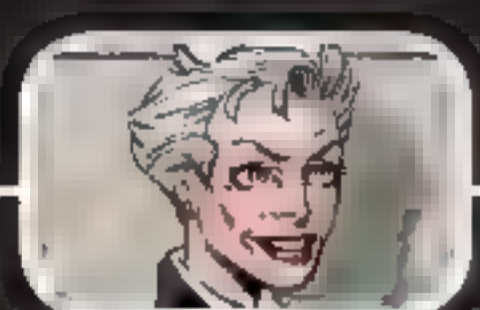


BENDIS
BAGLEY
THIBERT

MARVEL®



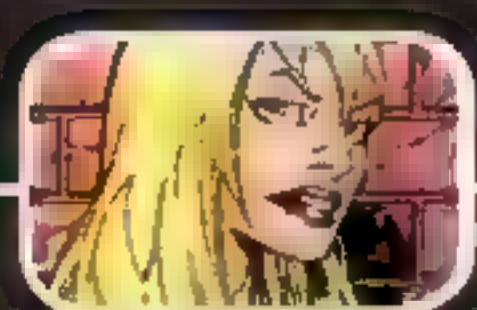
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

INHERITANCE

The bite of an irradiated spider granted high-school student Peter Parker incredible, arachnid-like powers. Strength, agility, a spider-like sixth sense warning him of personal danger. And most amazing of all- Peter can walk on walls.

When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He had learned an invaluable lesson: With great power, there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as web designer of the tabloid the Daily Bugle, his relationship with the only person who knows his secrets- the beautiful Mary Jane Watson, and swing time as the misunderstood web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter is shocked to find out that Mary Jane Watson, his girlfriend and sole confidant, can't handle the pressure of being Spider-Man's girlfriend and breaks up with him.

Peter finds a collection of his deceased father's belongings in basement storage. He discovers a video of his life before his parents died in a mysterious plane crash.

Peter goes to visit college student Eddie Brock, the son of his father's partner, to catch up on old times. Eddie and Peter used to play together as kids. Eddie takes Peter to the campus Science Center and shows him a container of frozen black liquid. Peter asks what it is. Eddie says: it's our inheritance.



Stan Lee presents: ULTIMATE SPIDER-MAN

Brian Michael Bendis *story*

pencils Mark Bagley

Art Thibert *inks*

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

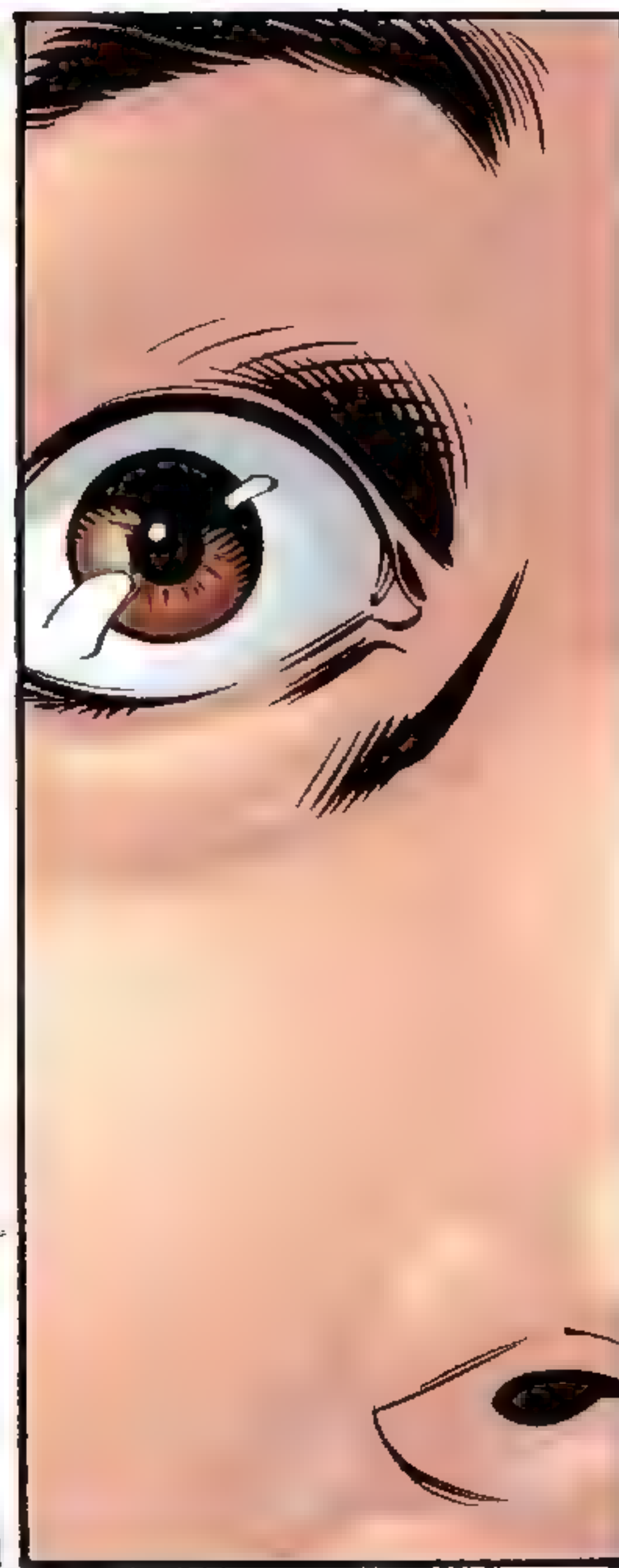
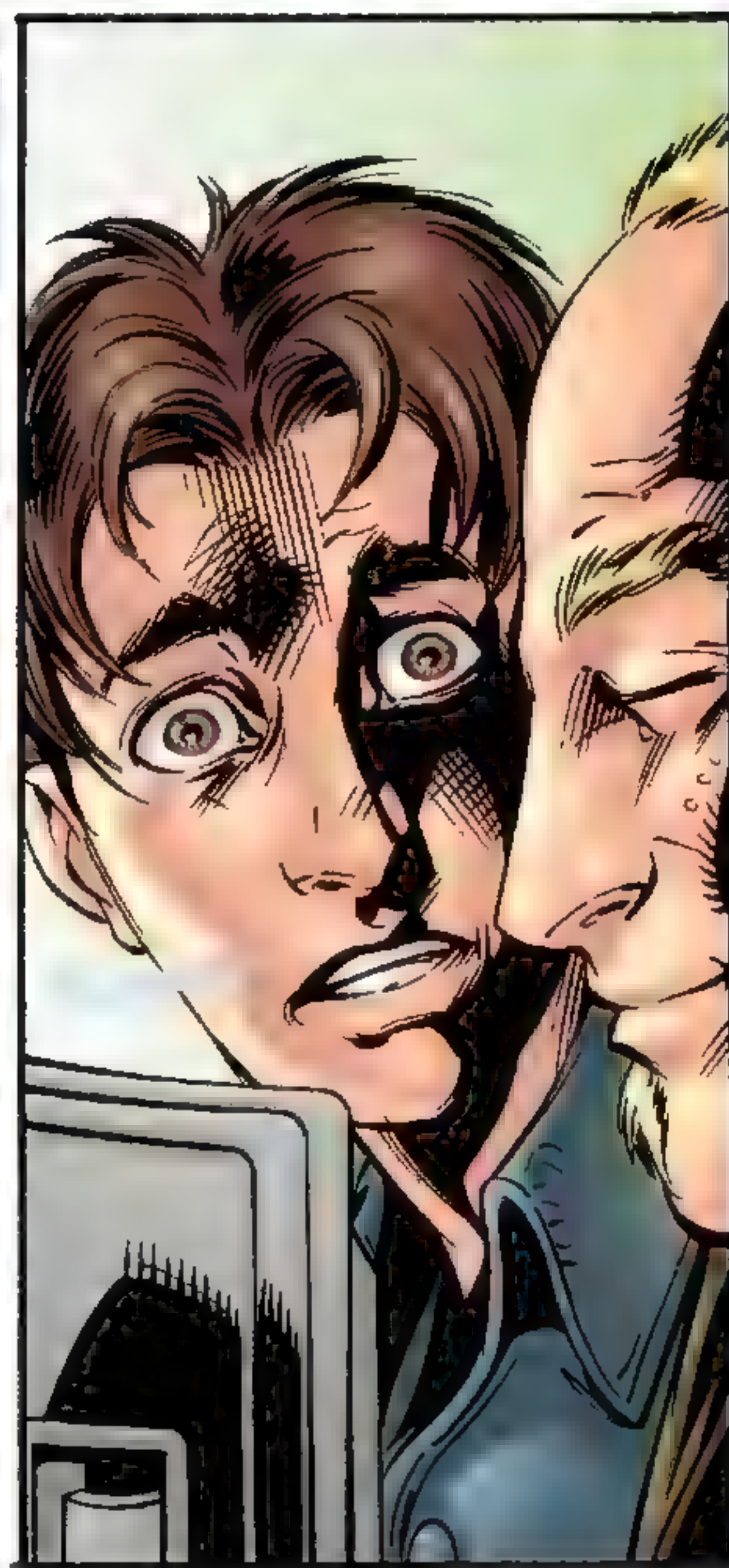
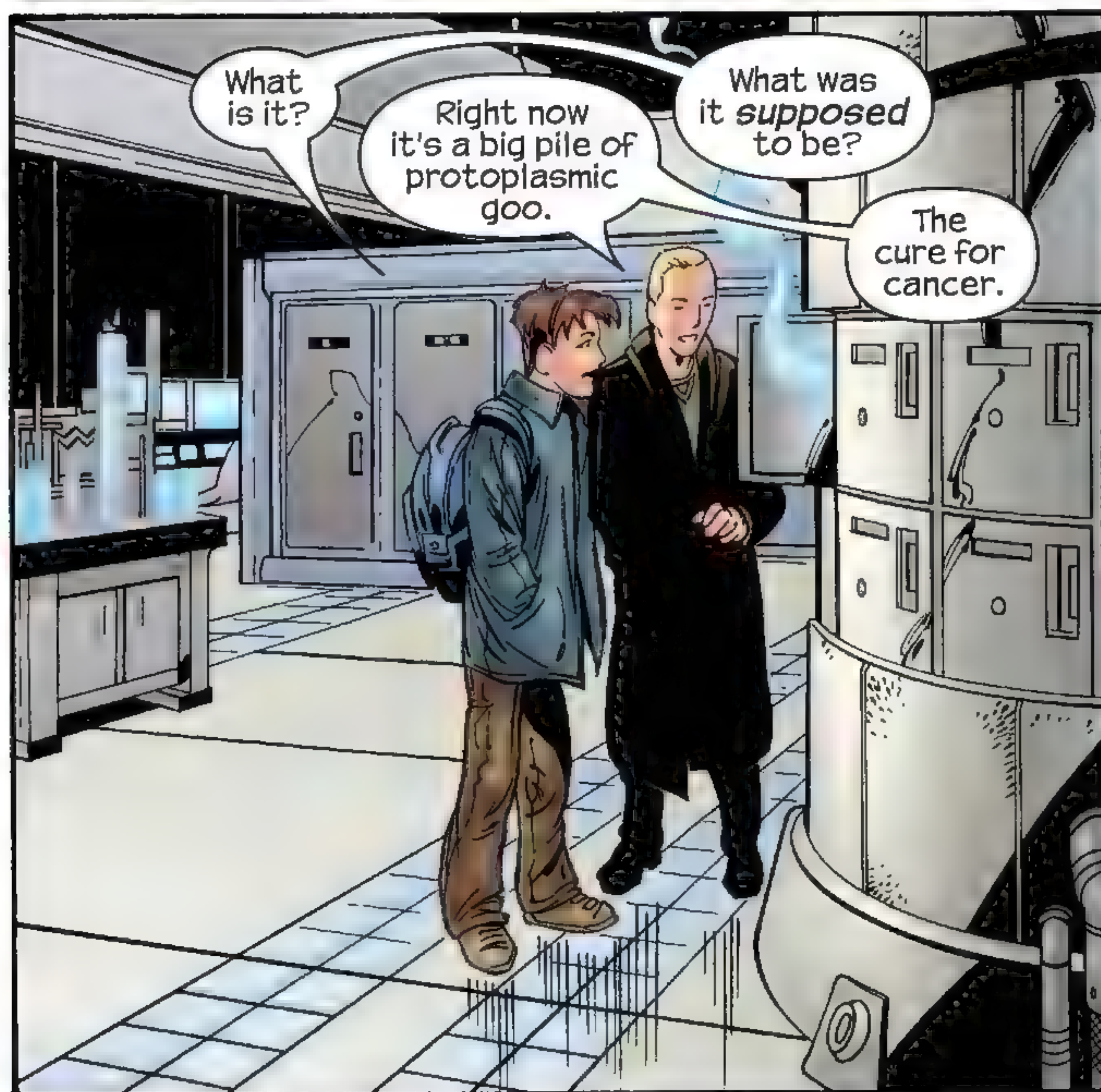
Brian Smith
associate editor

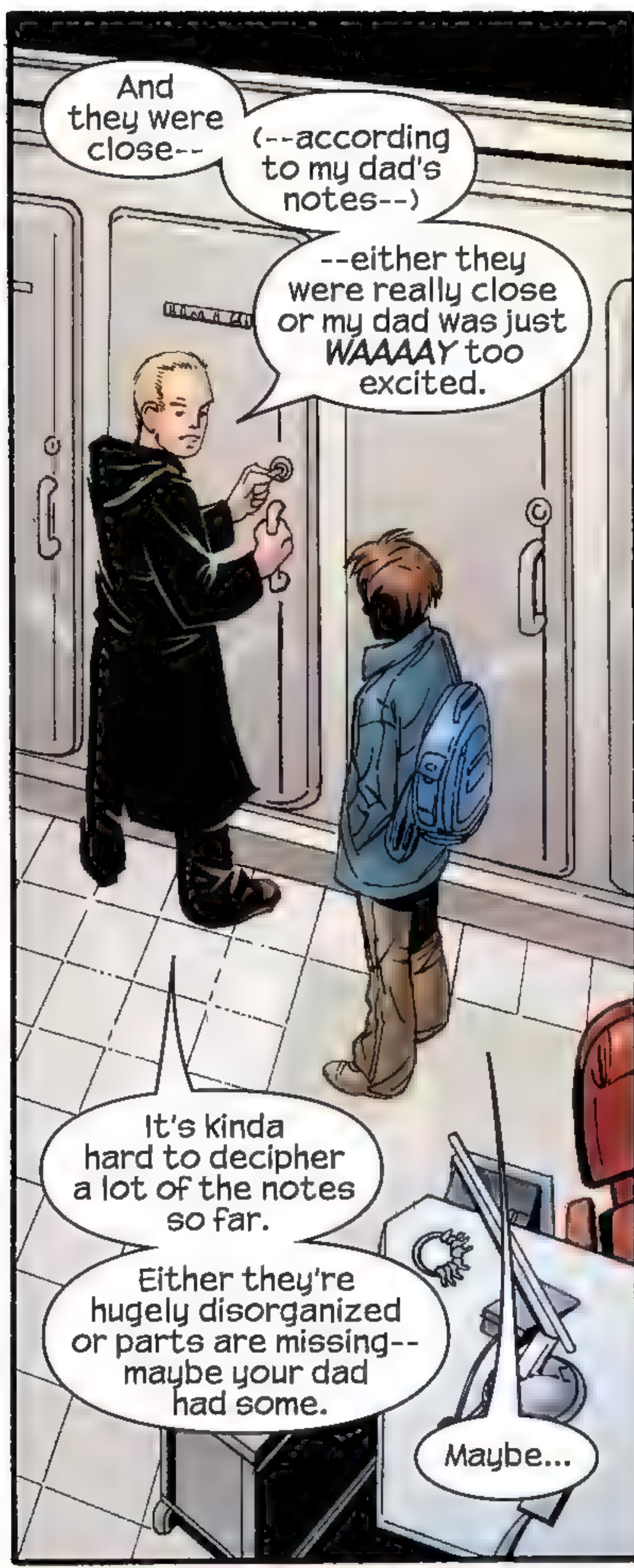
Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration

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And they were close--

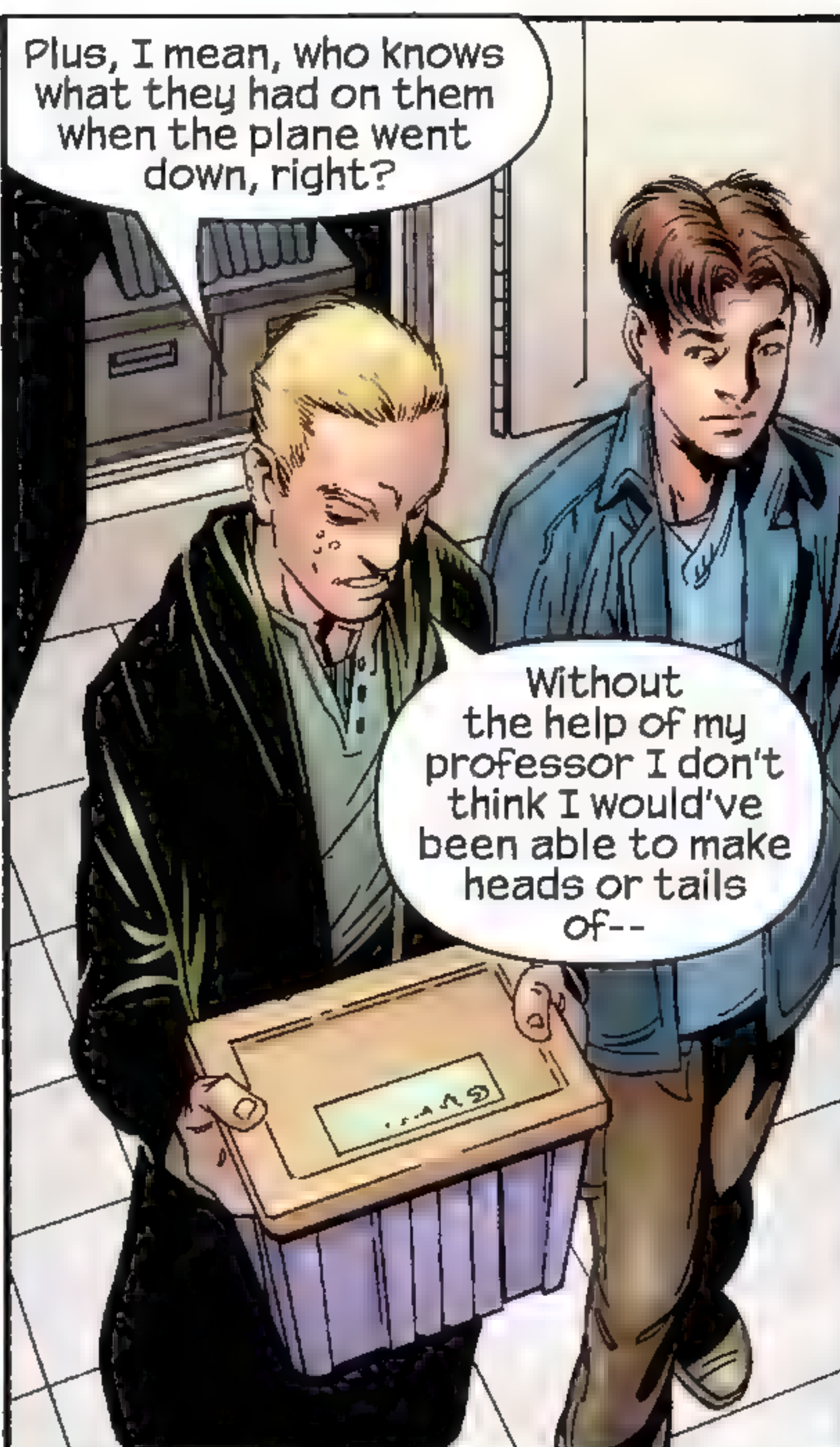
(--according to my dad's notes--)

--either they were really close or my dad was just WAAAAAY too excited.

It's kinda hard to decipher a lot of the notes so far.

Either they're hugely disorganized or parts are missing-- maybe your dad had some.

Maybe...



Plus, I mean, who knows what they had on them when the plane went down, right?

Without the help of my professor I don't think I would've been able to make heads or tails of--



"Professor"?

Doc Connors.

He's amazing. Super great guy.



They were calling it "the suit."

Some kind of protoplasmic medical dip that was to be tailored to a patient's specific DNA code.

You get me?

A genetic, um, bodysuit that would, in theory, temporarily take hold of a patient's biology--

--find out what the body needs, and then find a natural solution.

Like if a cancer had spread-- a tumor-- the suit would search the body for the right natural toxins--

Find solutions in the patient's own body chemistry...

...and put them to work.

Basically-- this would find cancer, diagnose it, and kill it.

Far as I can tell-- they got somewhere in phase two.

In this phase, the suit would enhance the physical strengths and natural abilities of the patient--

(Somehow-- that's where the notes get bonky--)

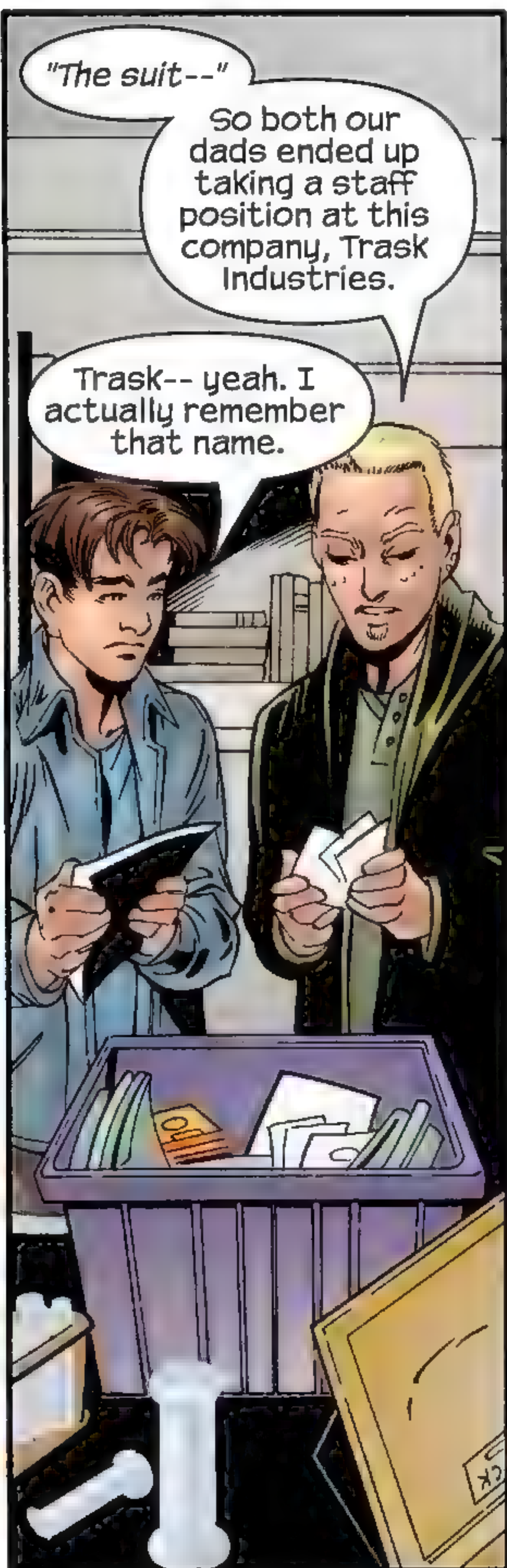
--but, clearly, that's where they ran out of money.

I actually remember this from when I was a kid.

The dinner table-- I remember them having some serious talks on the porch.

Do you remember any of--?

Aw, no, you were way too young...



"The suit--"

So both our
dads ended up
taking a staff
position at this
company, Trask
Industries.

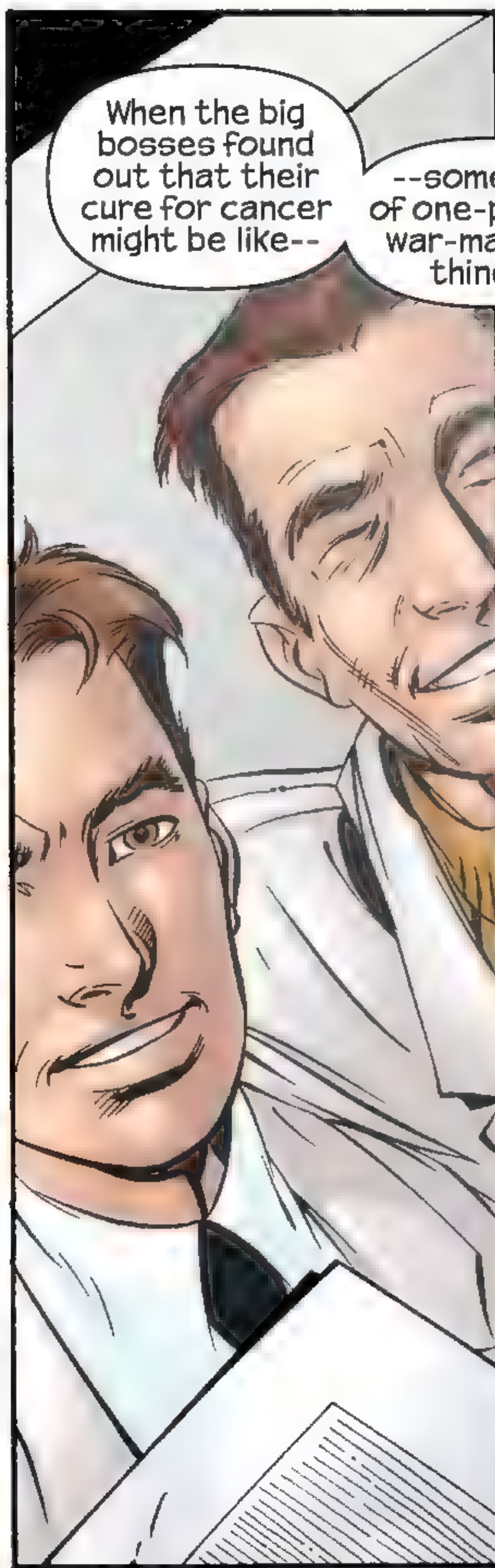
Trask-- yeah. I
actually remember
that name.



But this
I didn't
know...

Our dads
were just
"work for hire"
employees of
the company.

Do you know
what that means?
It means that
everything they
were creating was
now technically
owned by the
company.

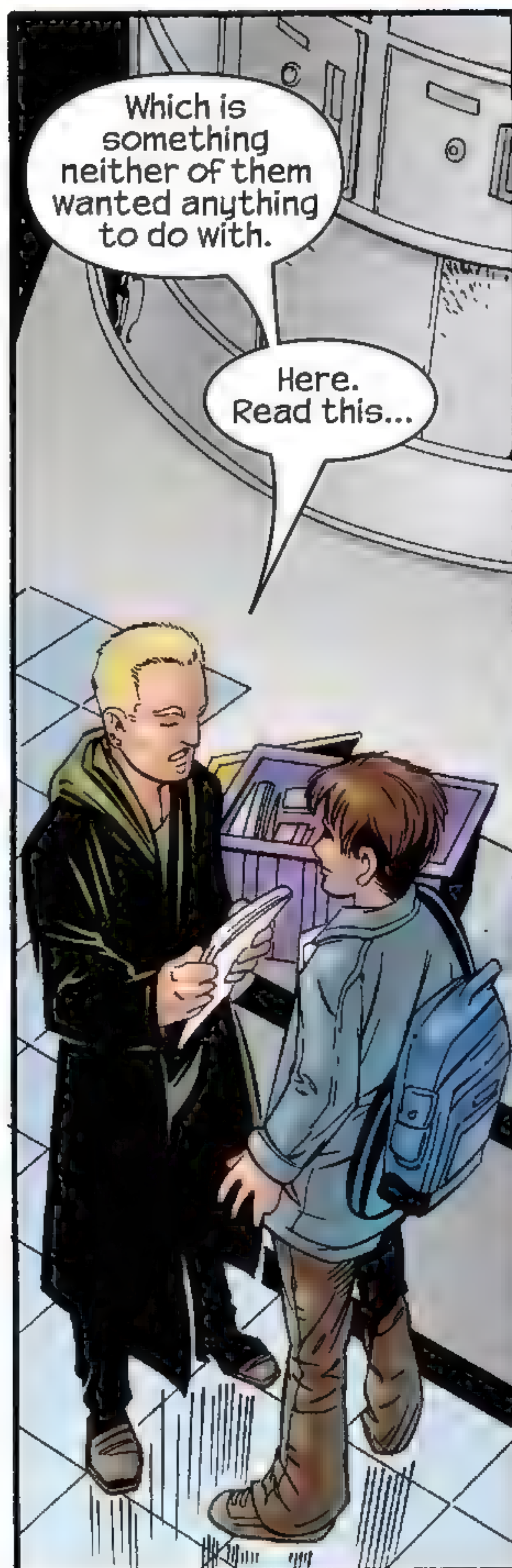
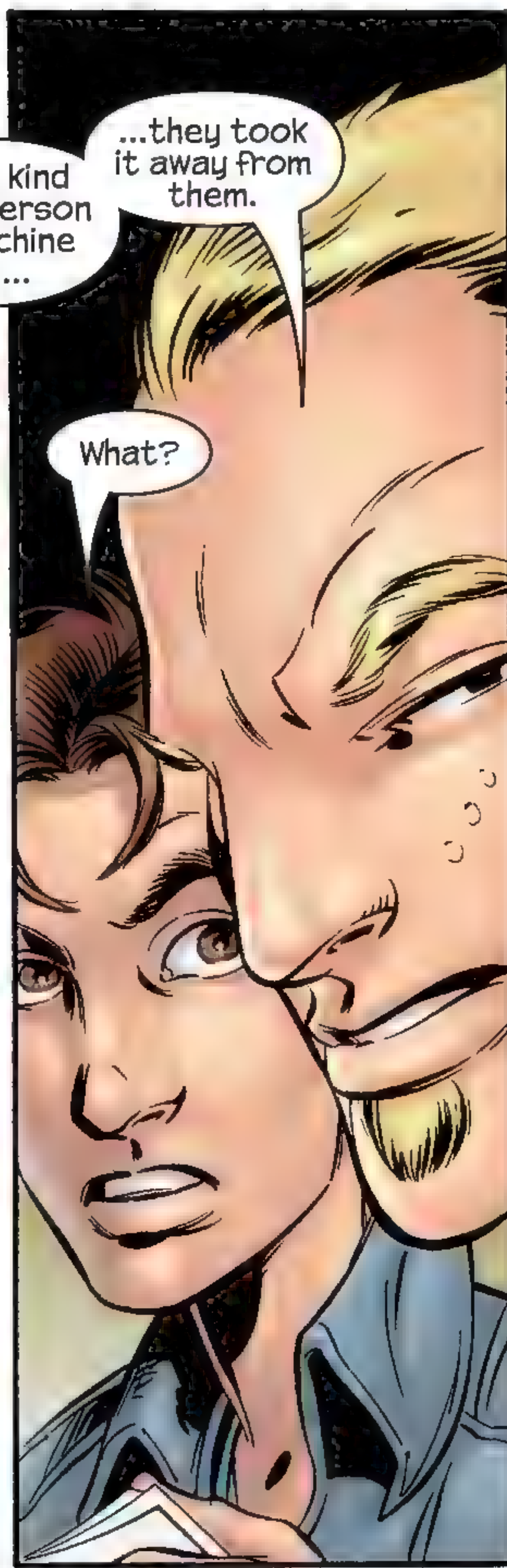


When the big
bosses found
out that their
cure for cancer
might be like--

--some kind
of one-person
war-machine
thing...

...they took
it away from
them.

What?



Which is
something
neither of them
wanted anything
to do with.

Here.
Read this...



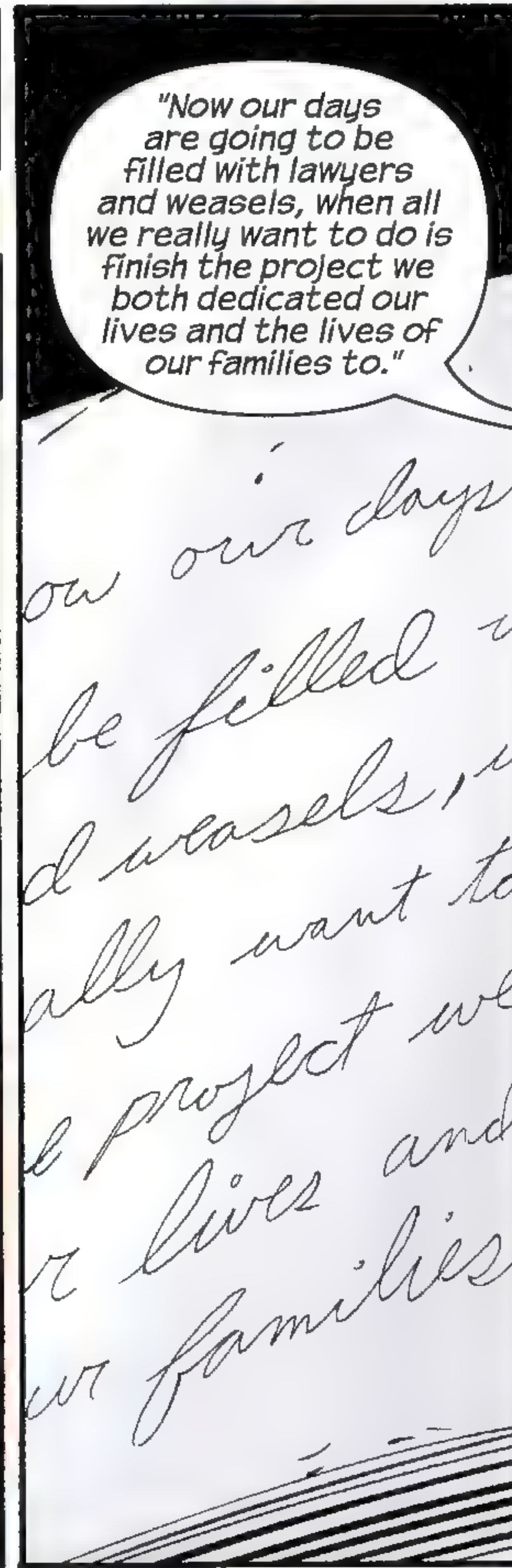
"...our worst fear
realized. We were
locked out of our own
laboratories and our
project taken away
from us.

"I know that
Richard blames
me for all of this
and I can't say
he is wrong.



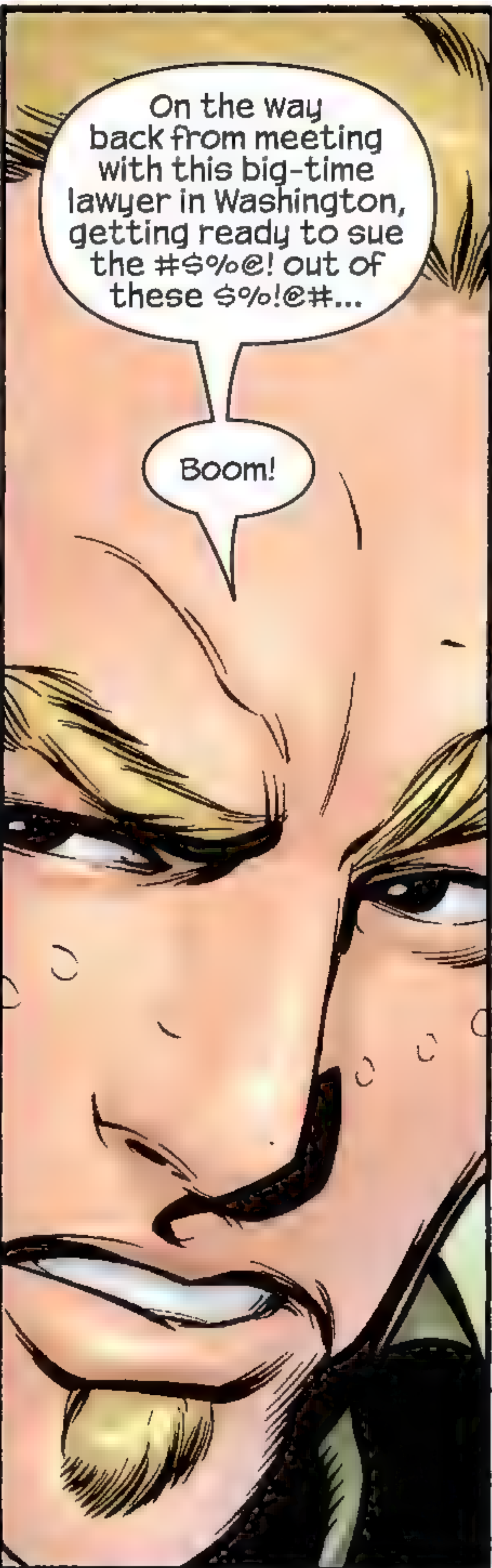
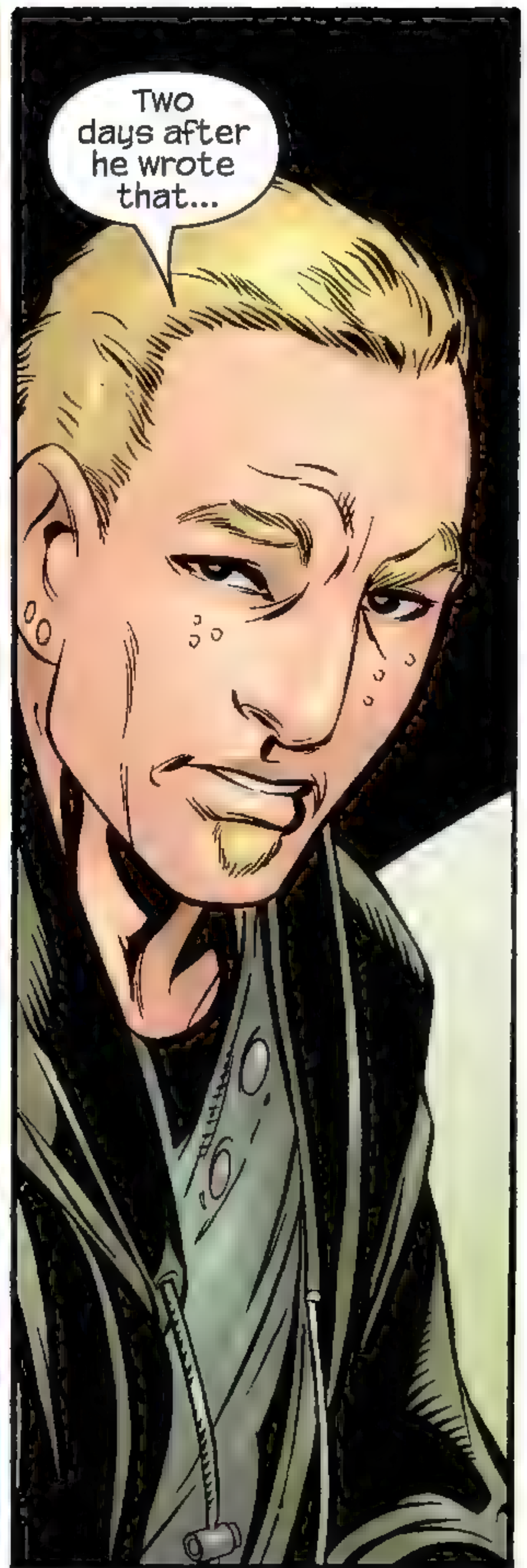
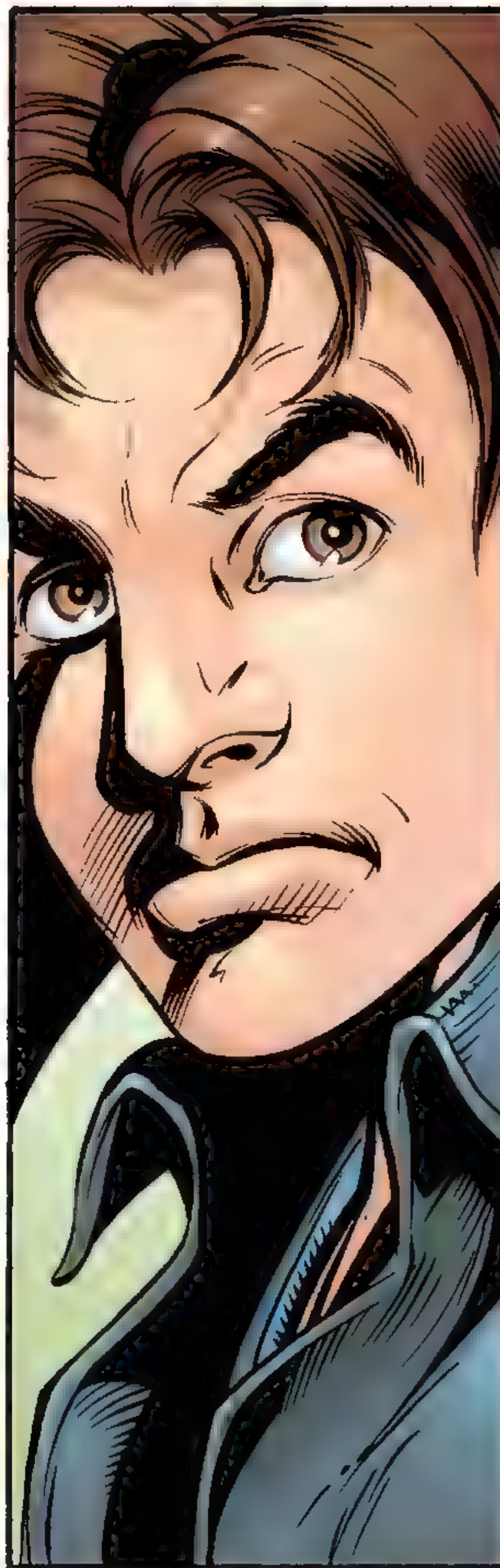
"I am the one who pushed him
into this deal with Trask. I
am the one who wanted out
of the day-to-day grind of
fund-raising in the private
sector--

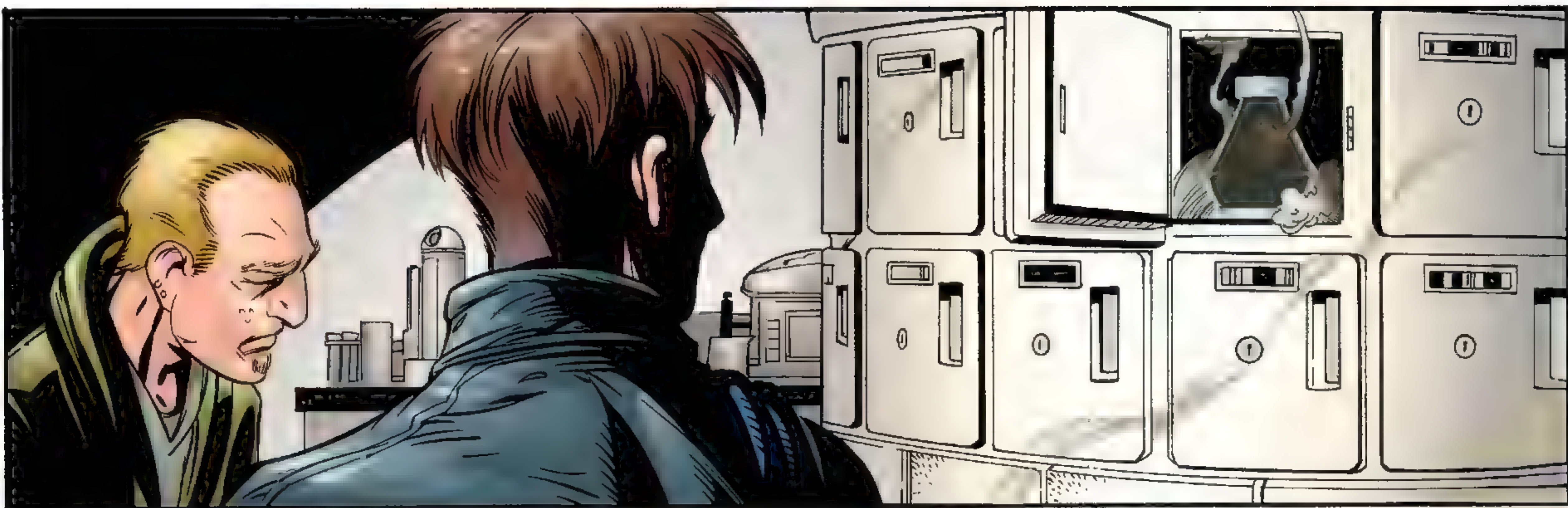
"--and now
everything he
warned me
might happen,
happened.



"Now our days
are going to be
filled with lawyers
and weasels, when all
we really want to do is
finish the project we
both dedicated our
lives and the lives of
our families to."

Now our days
are going to be
filled with
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all we really
want to do is
finish the project
we both dedi-
cated our lives
and the lives of
our families to.





If they took everything away, where did you get this?

Well *this*--

--they talk about it in the journal.

This is something our dads were making on their own-- behind the company's back.

As far as I can tell, they were going to prove their ownership by making a "suit" of their own.

They didn't get far-- but they started.

My grandpa kept it all these years. Kept it in the same freezer that my dad put it in.

Gramps doesn't even know what it is.

He just couldn't get rid of anything that was his son's.

I found it in the notes a couple of months ago and just had it moved here to the university a couple of weeks ago.

Doc Conners thinks it's totally useless. I mean, it's ten years old, it's-- who knows that they did to it in experimentation.

And on top of that, who knows, right?

But the thing is--

--Doc Conners thinks they were really on the right track. Their logic is good, the math is right.

It could be that they just didn't have the *technology* to support the theories back then.

They might have been, like, seven years ahead of their time.

Doc Conners thinks that even if the suit *doesn't* work-- or work the way our dads thought...

...that it *will* create some new interesting questions to answer.

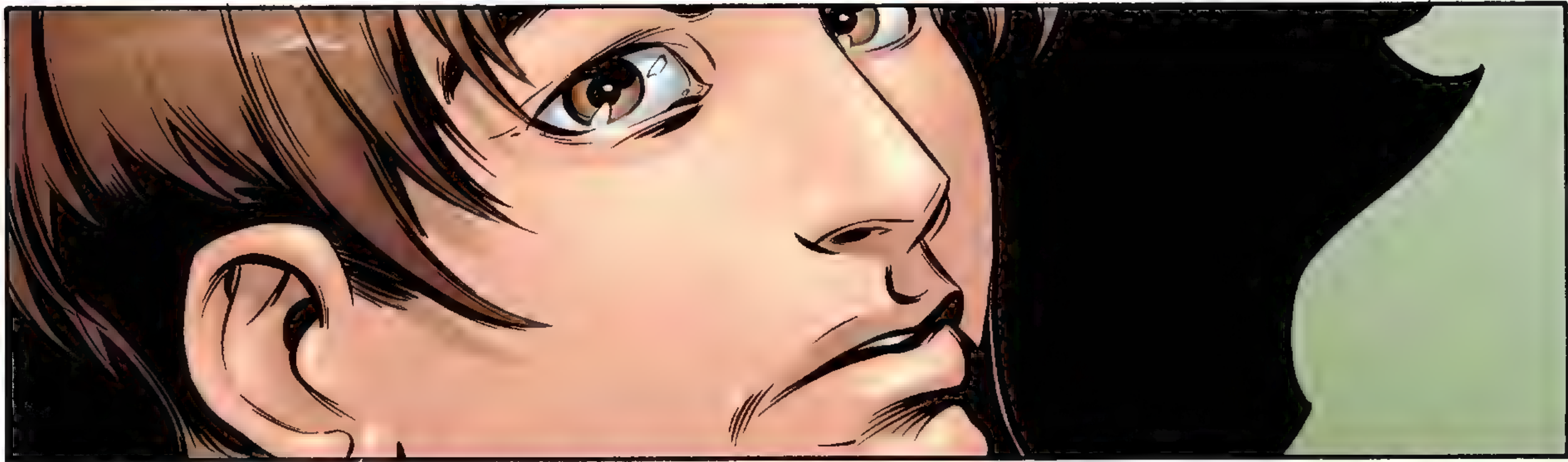
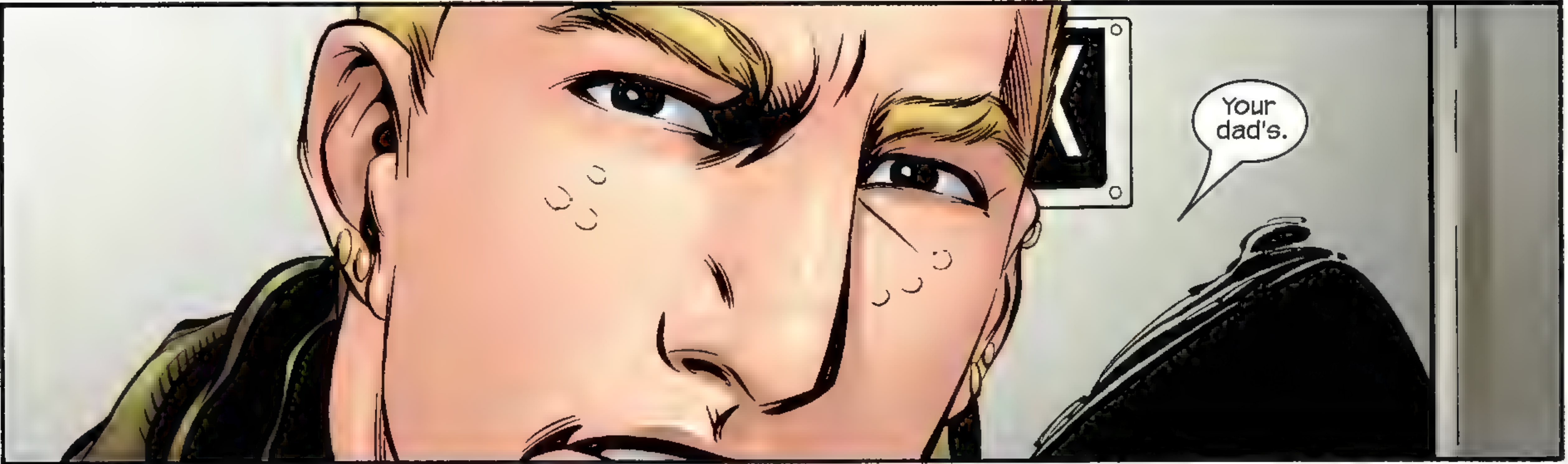
BROCK

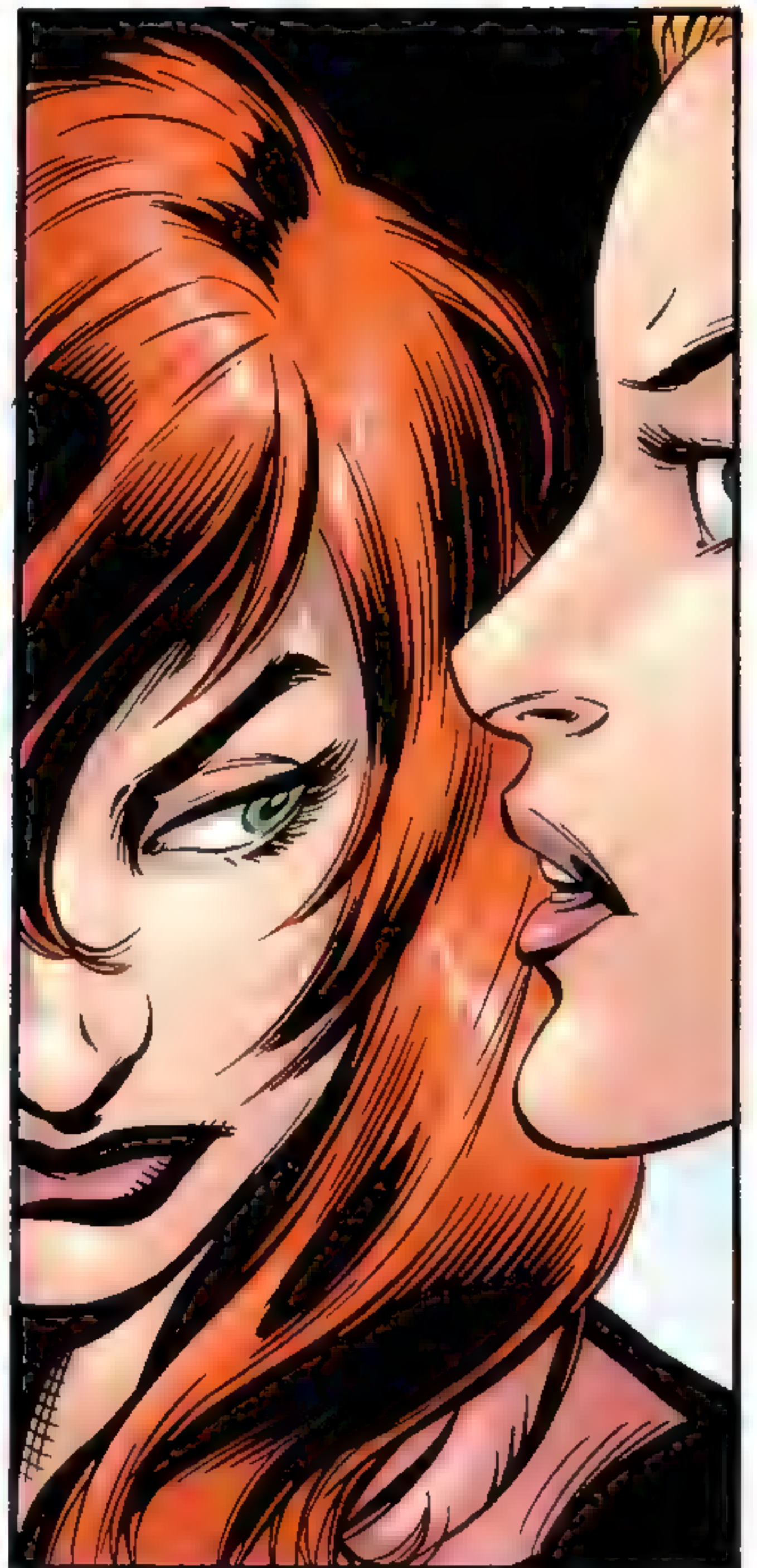
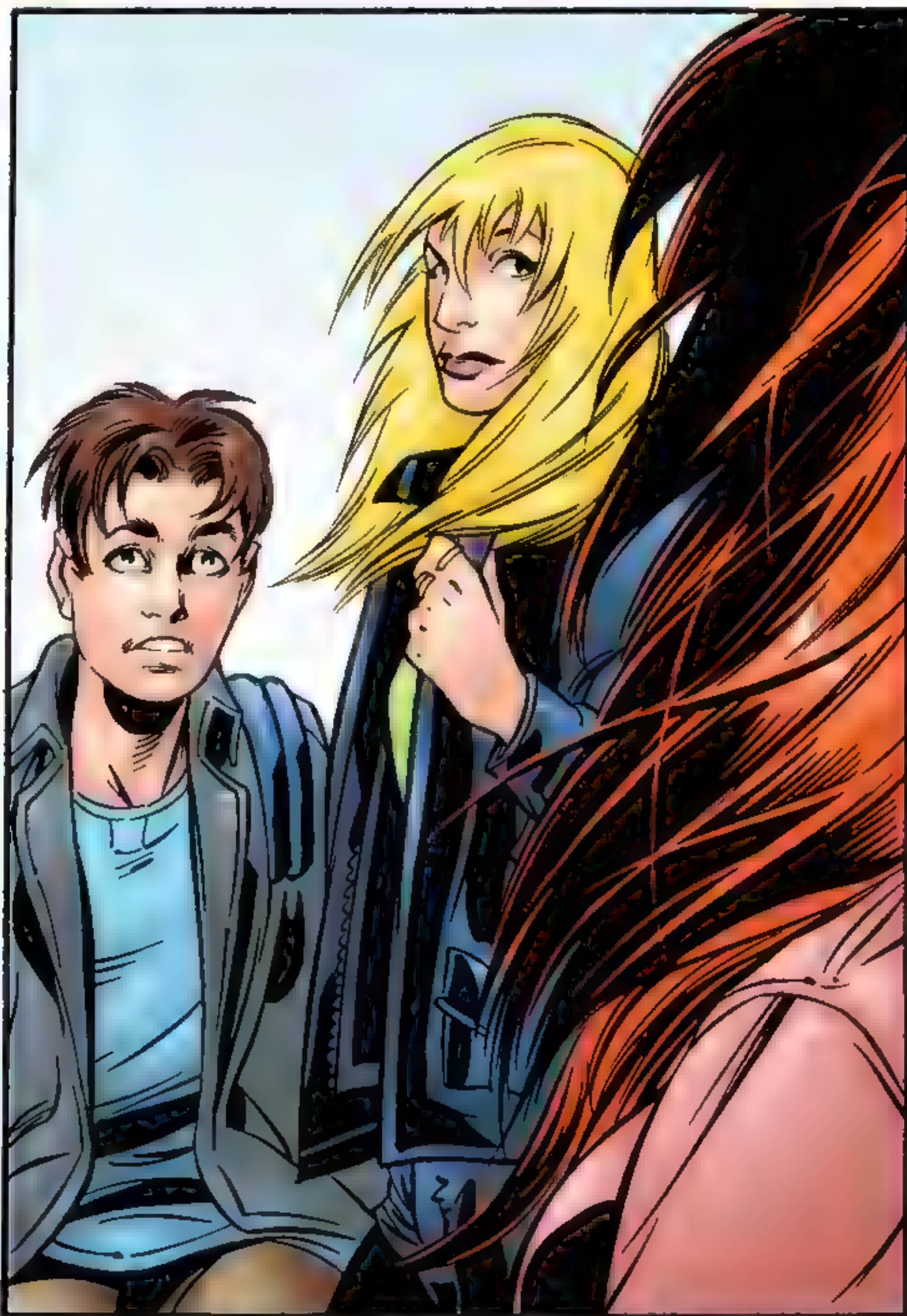
And that ain't a bad way to spend your day.

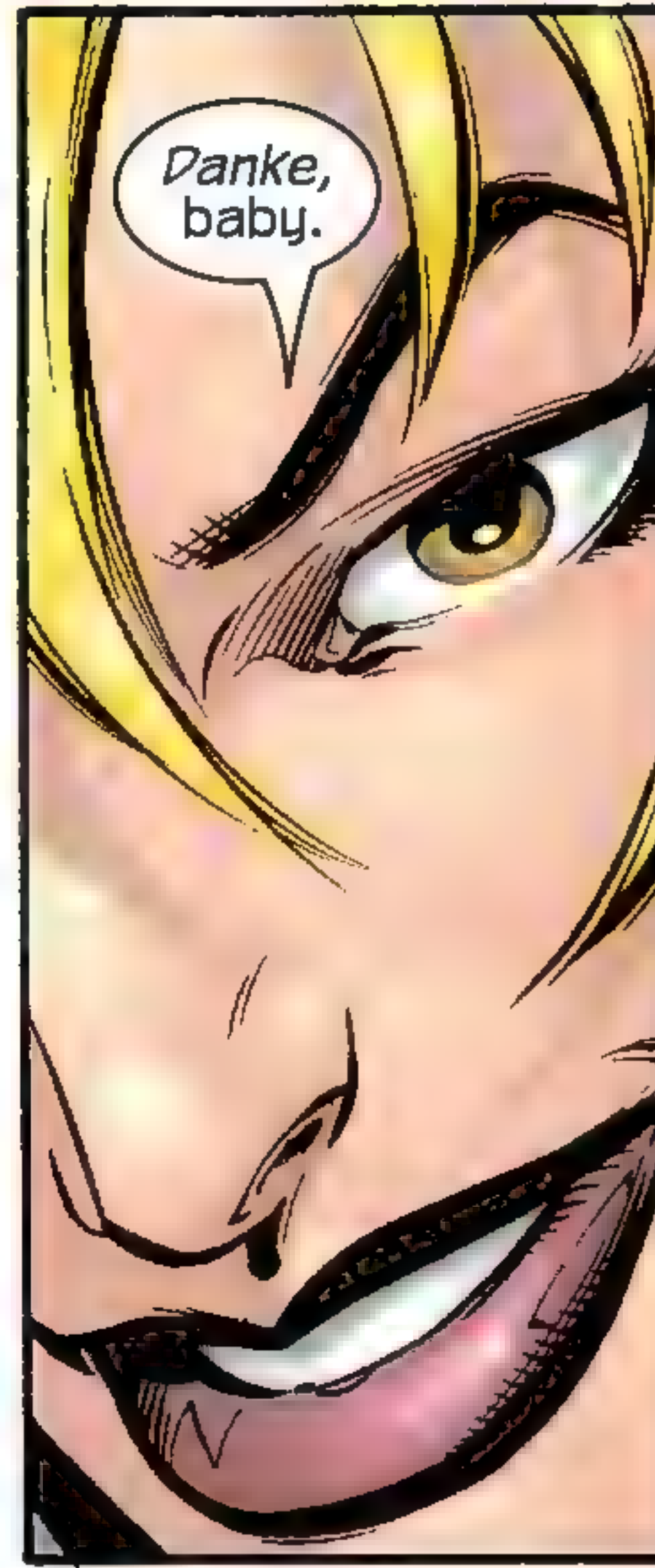
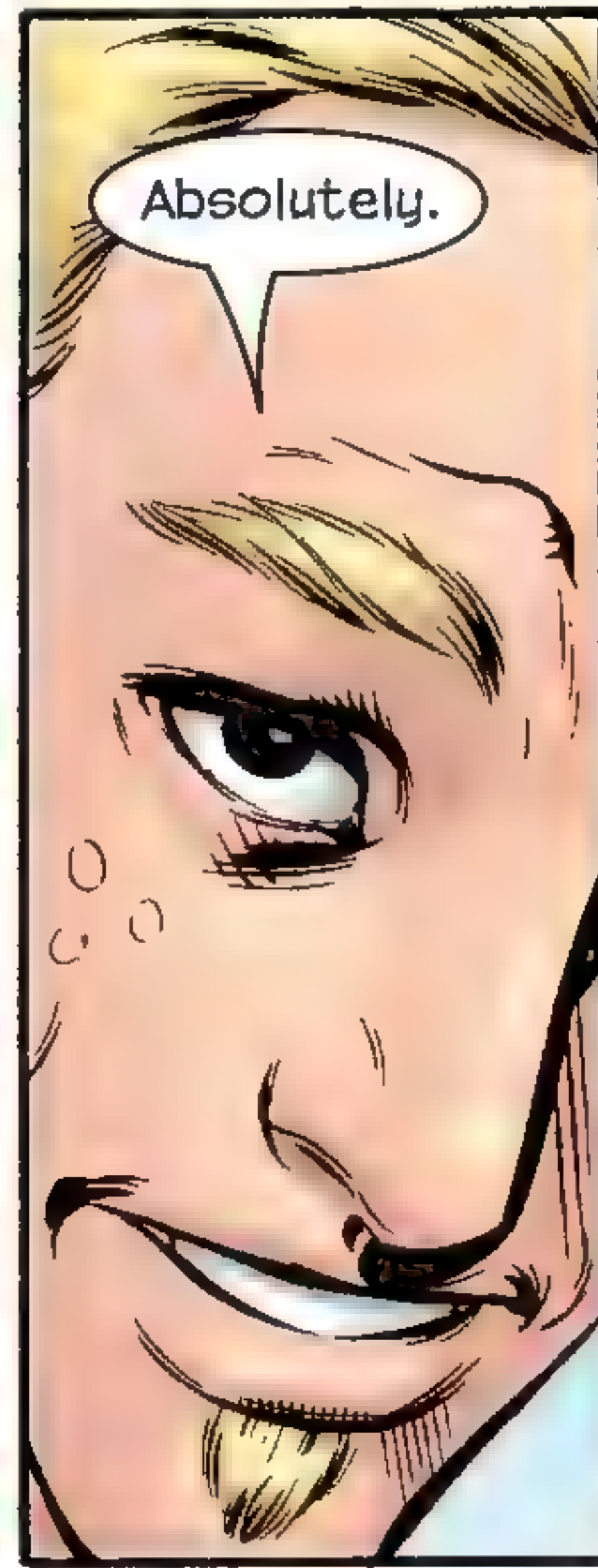
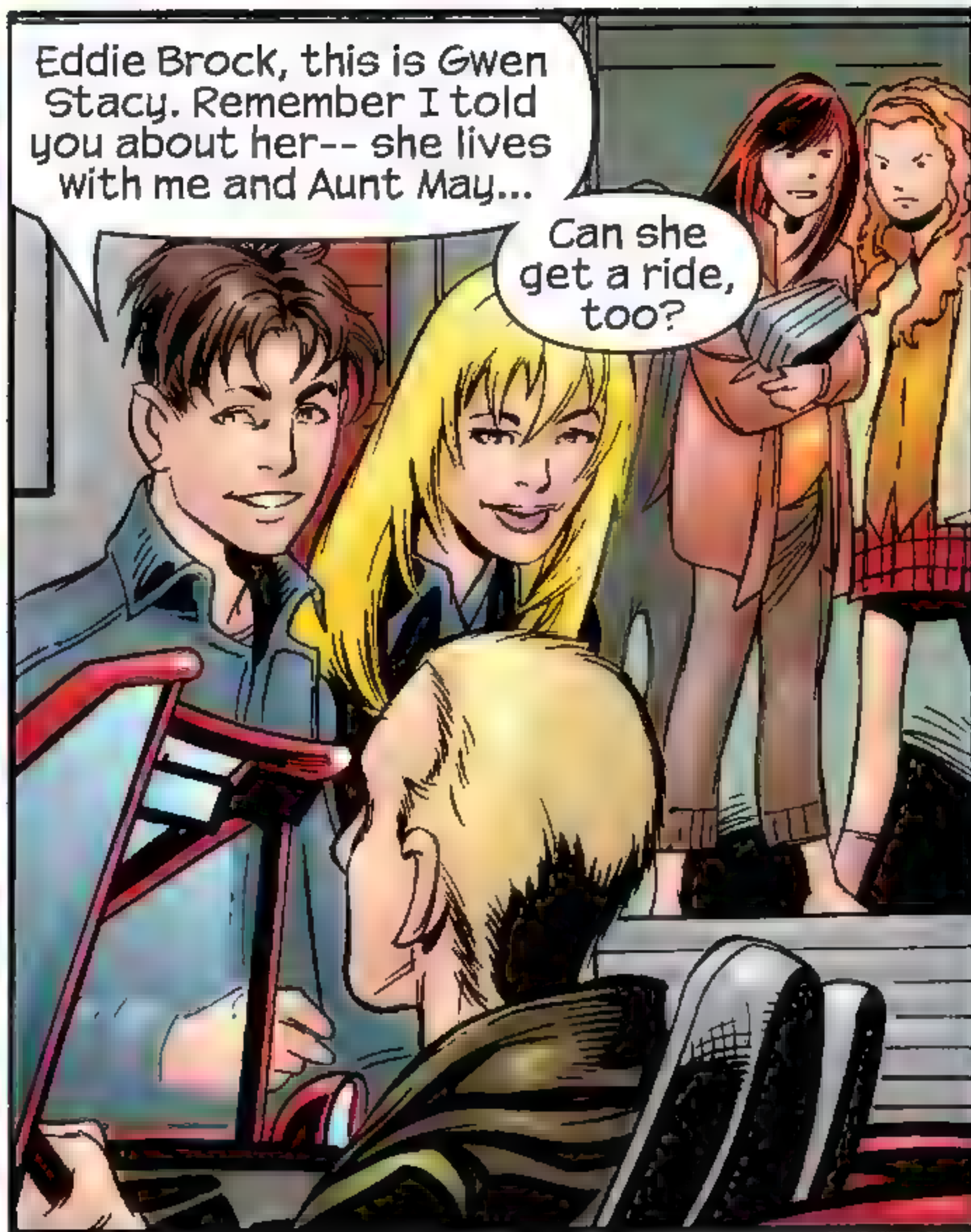
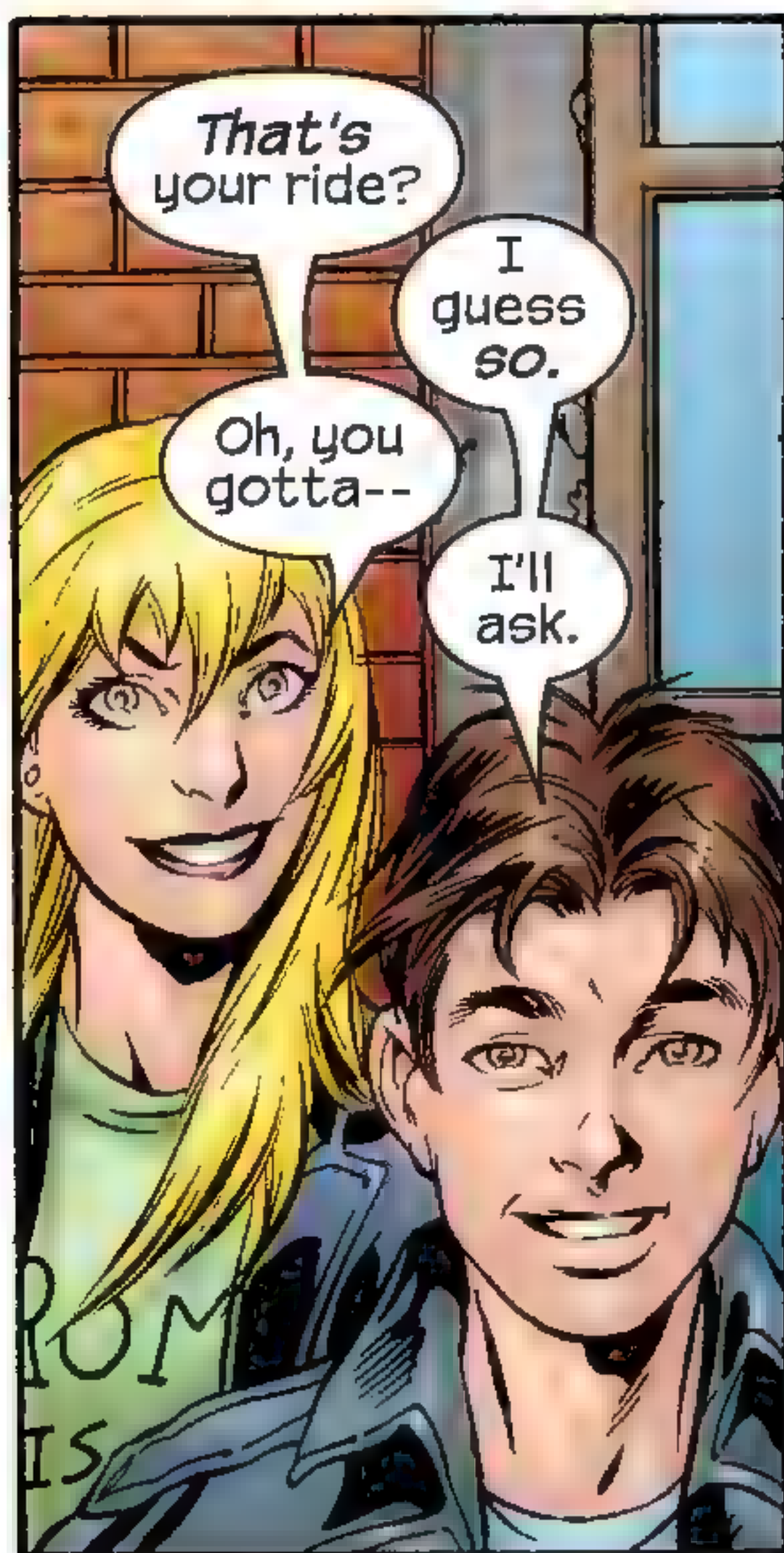
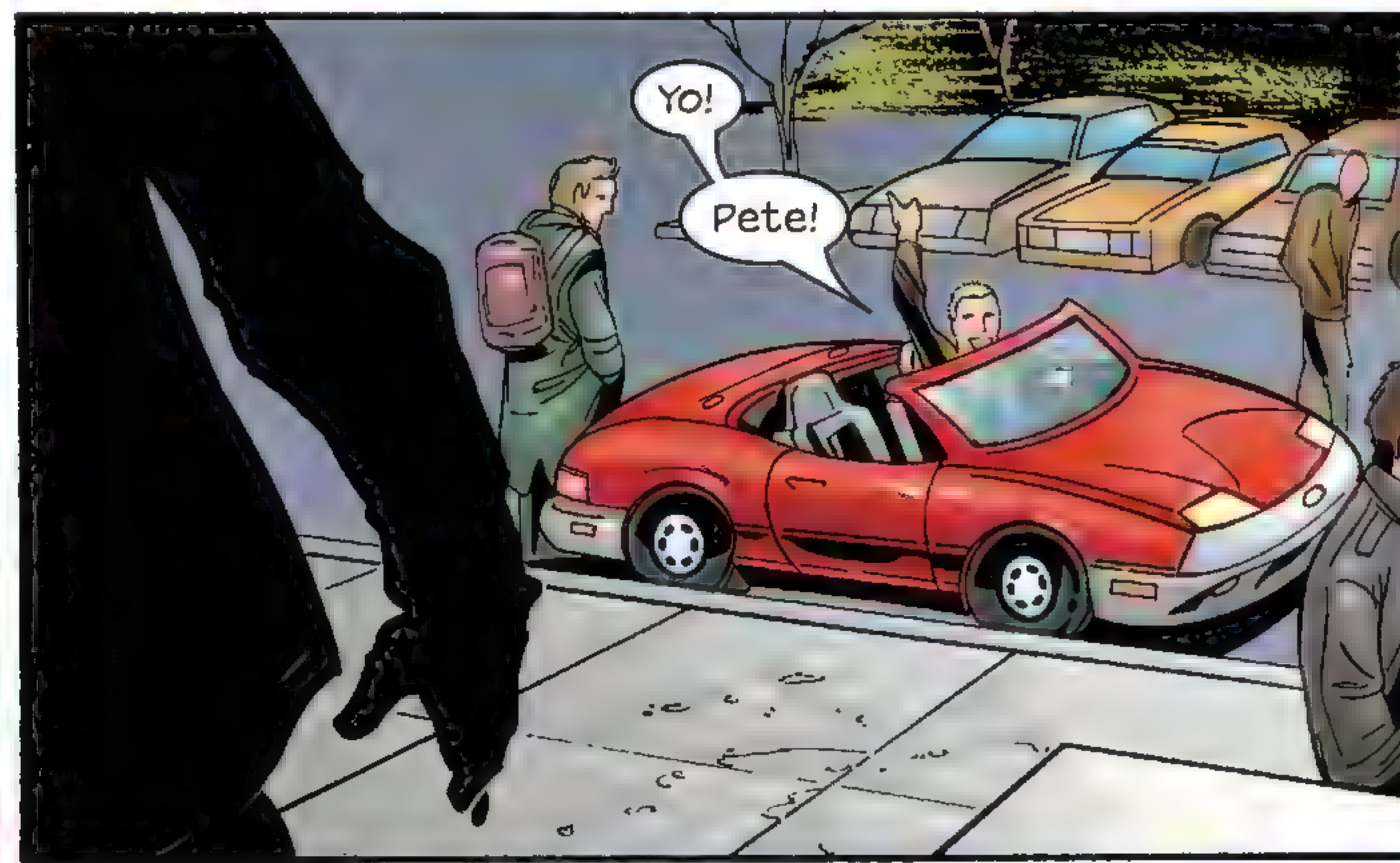
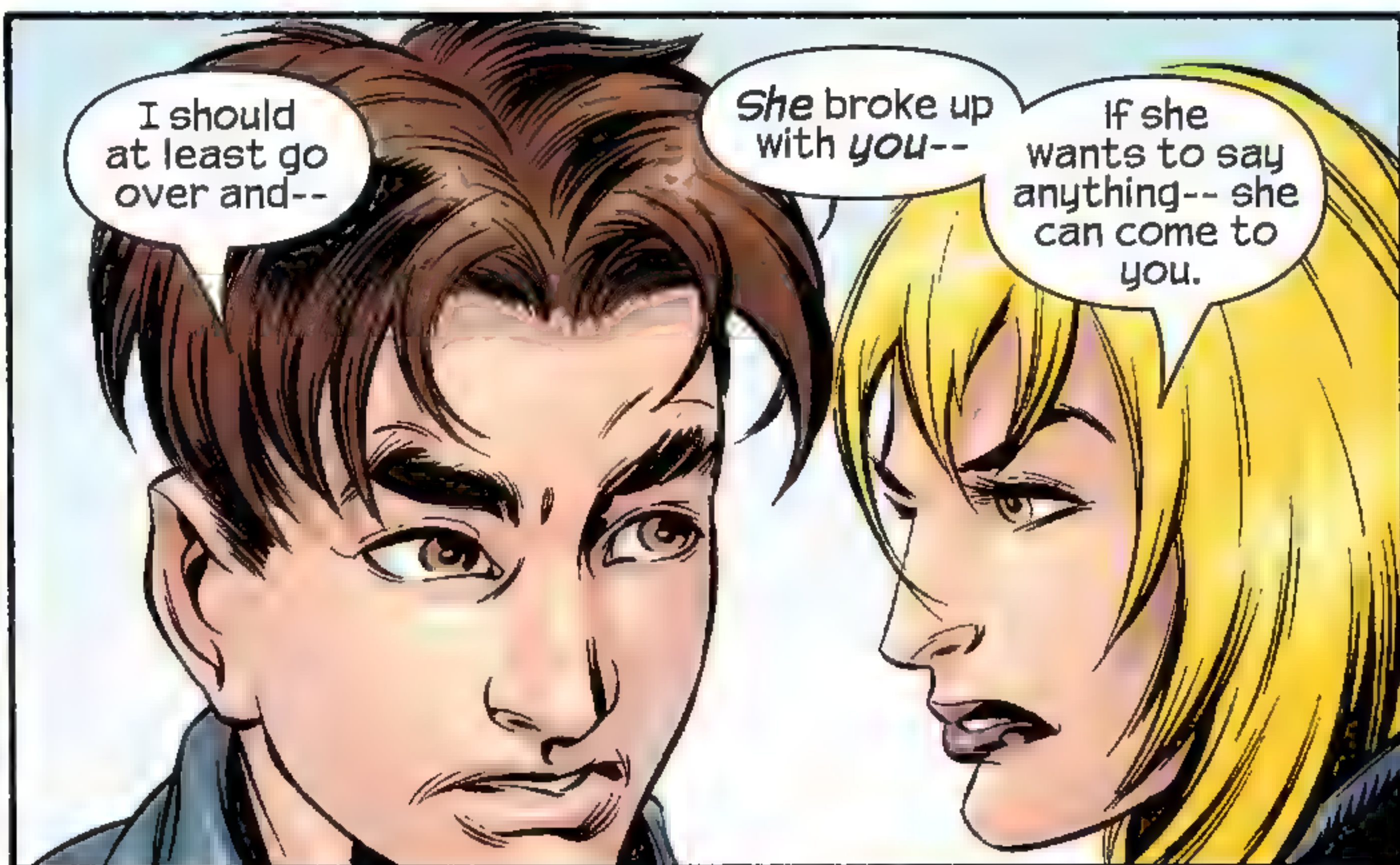
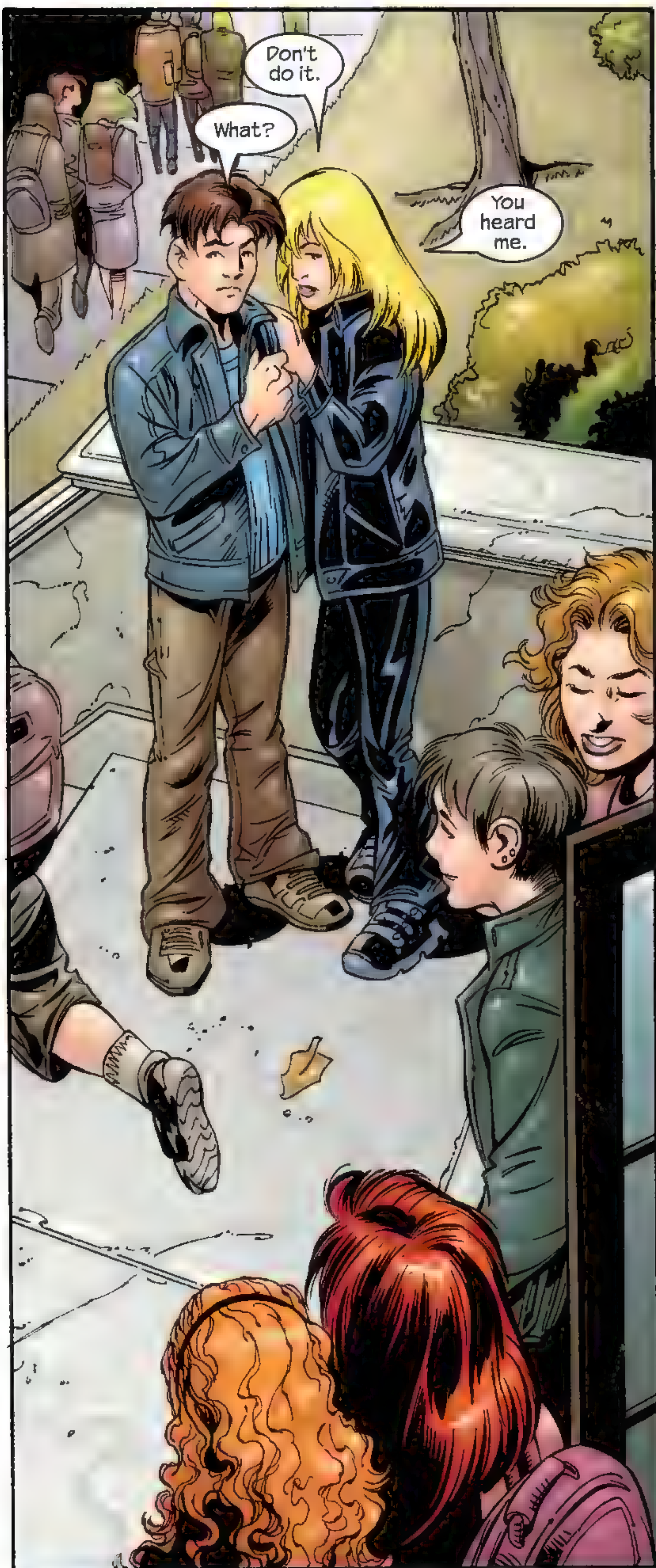
Whose DNA did they use?

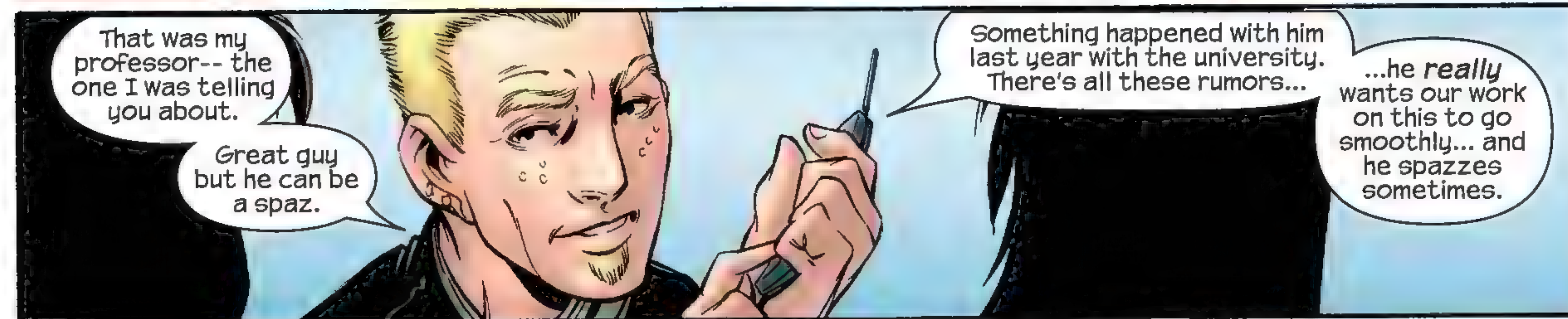
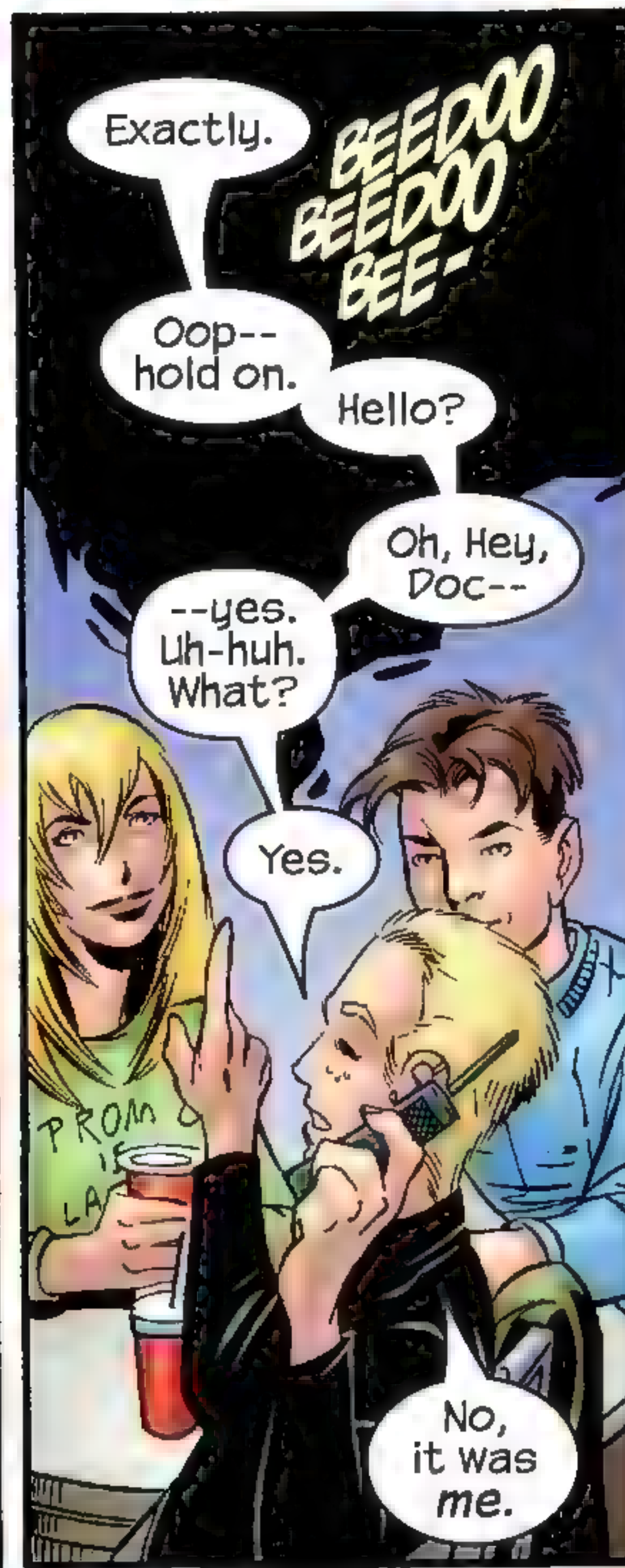
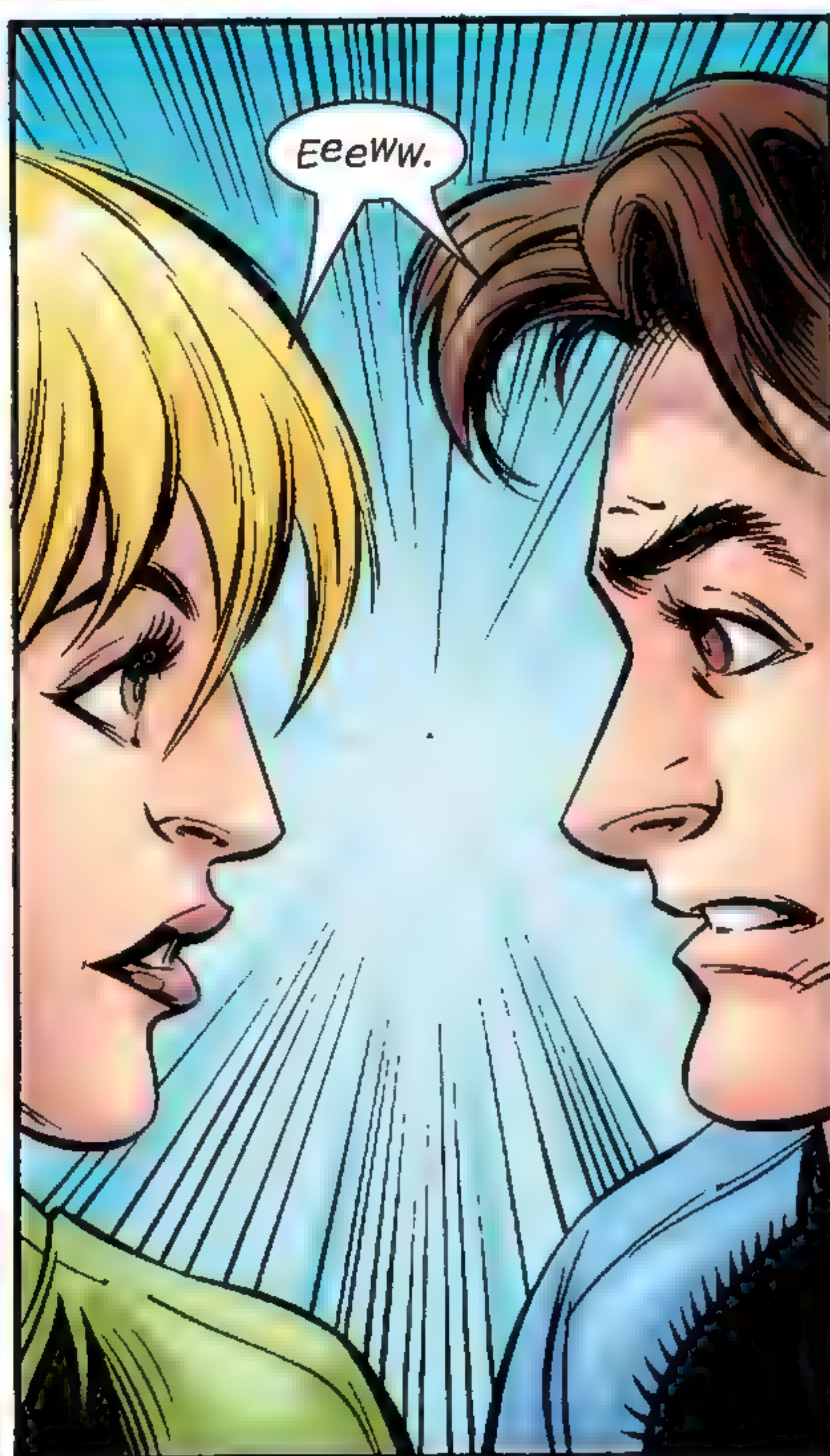
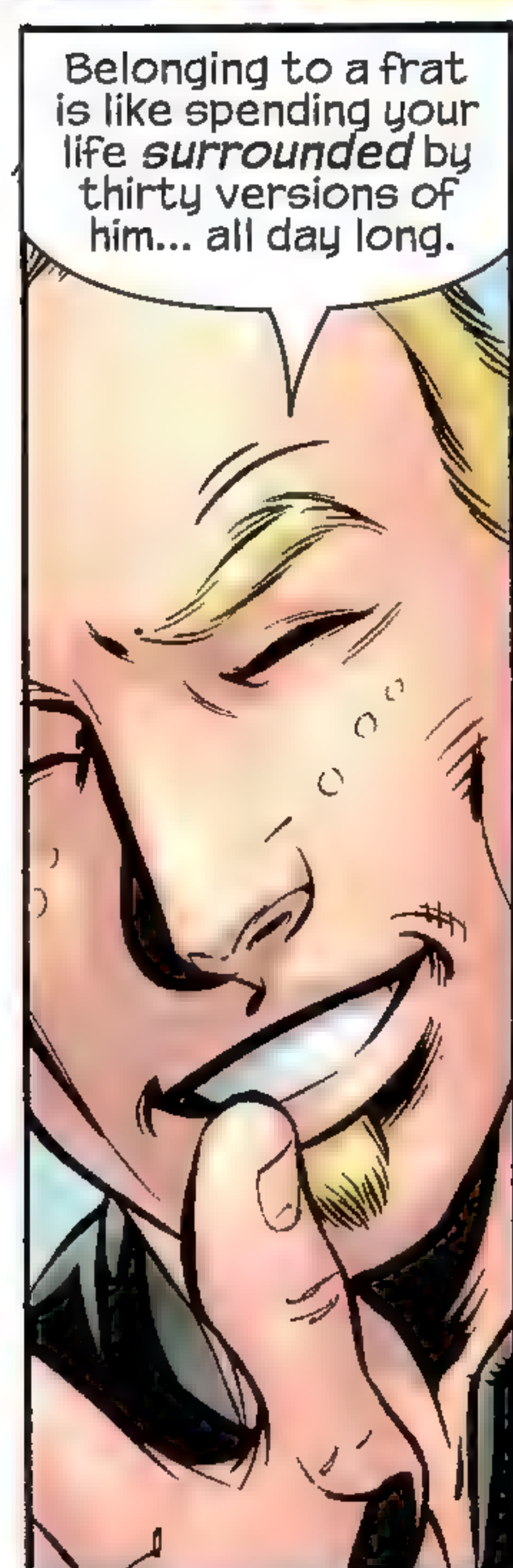
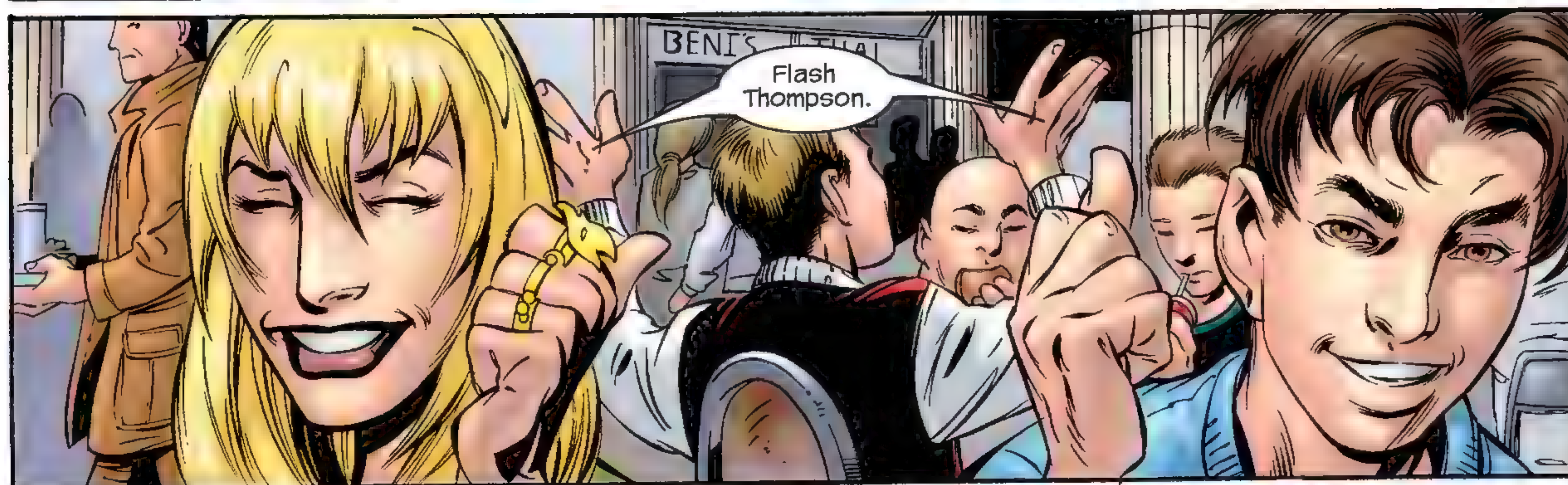
You said it was DNA specific...

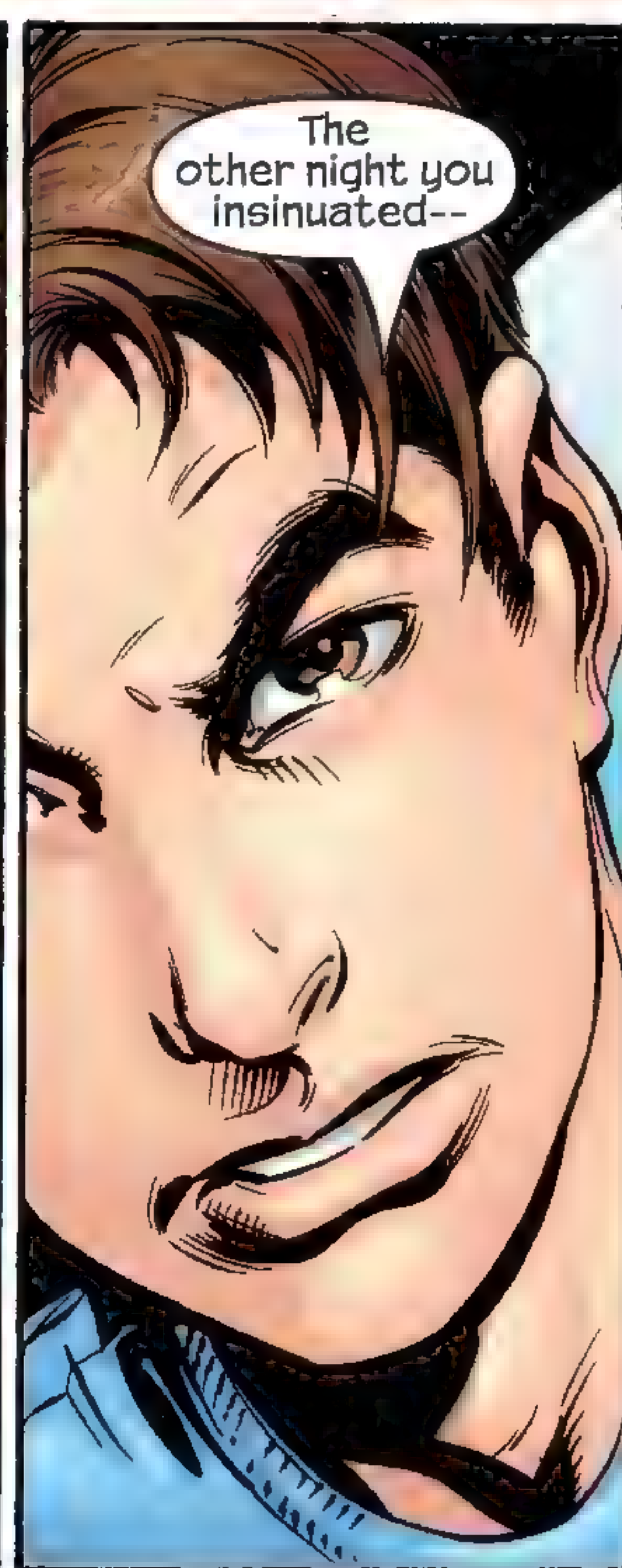
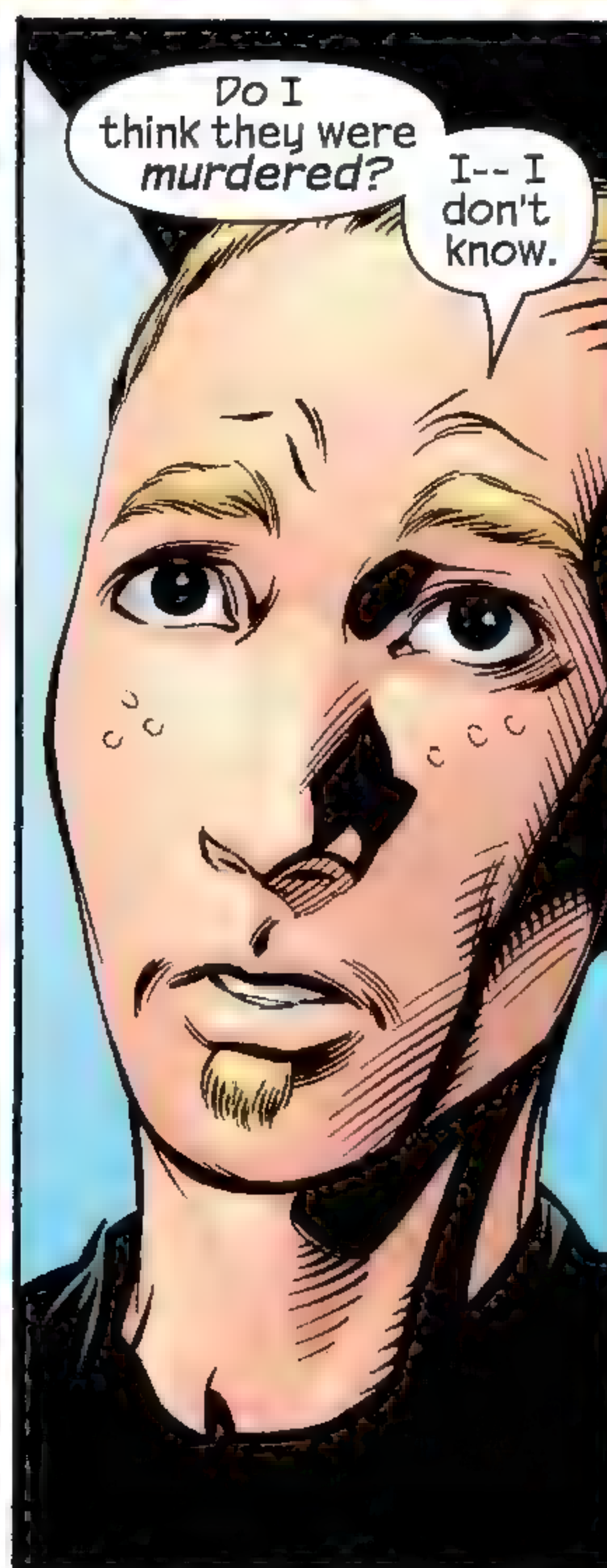
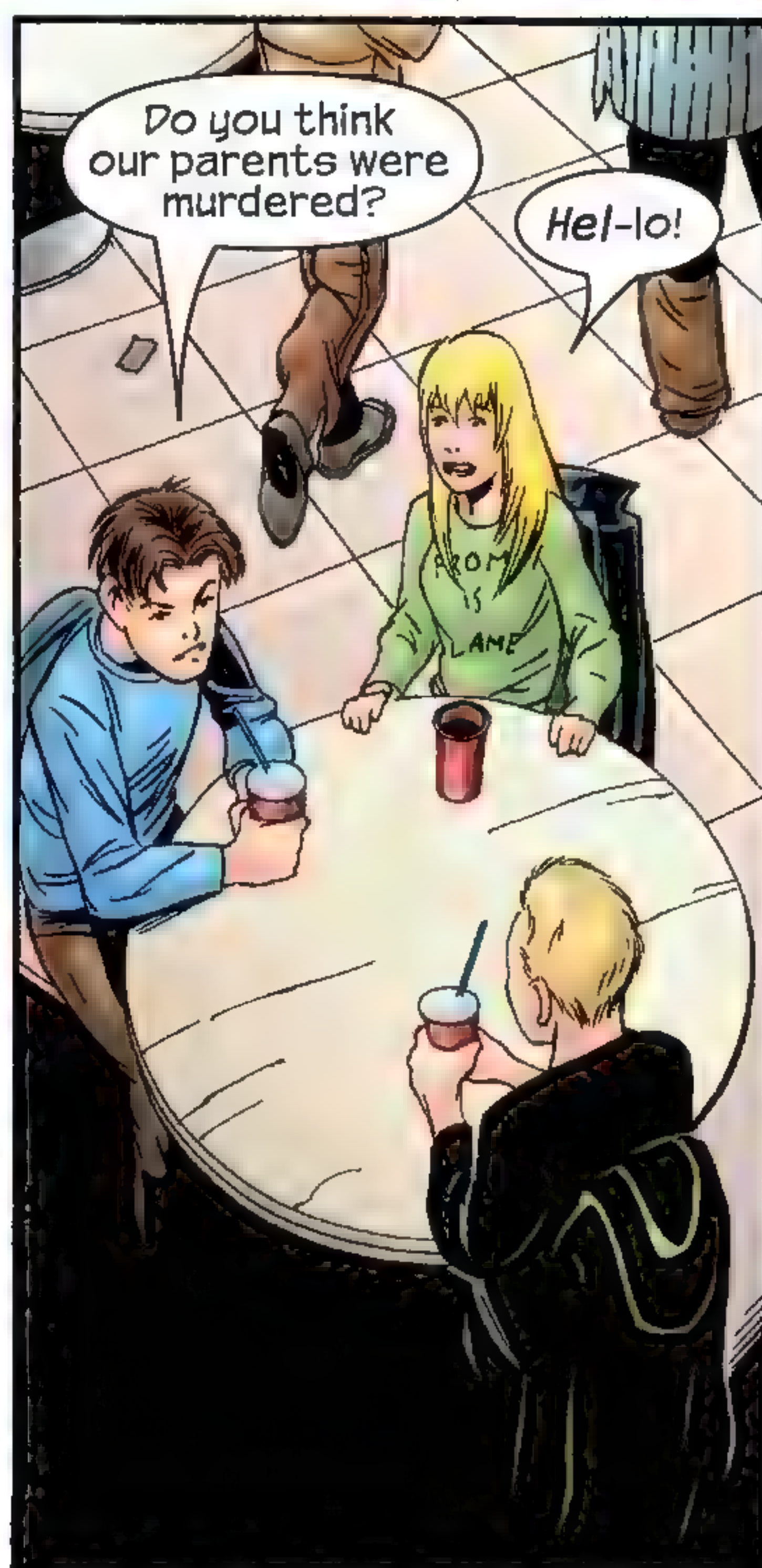
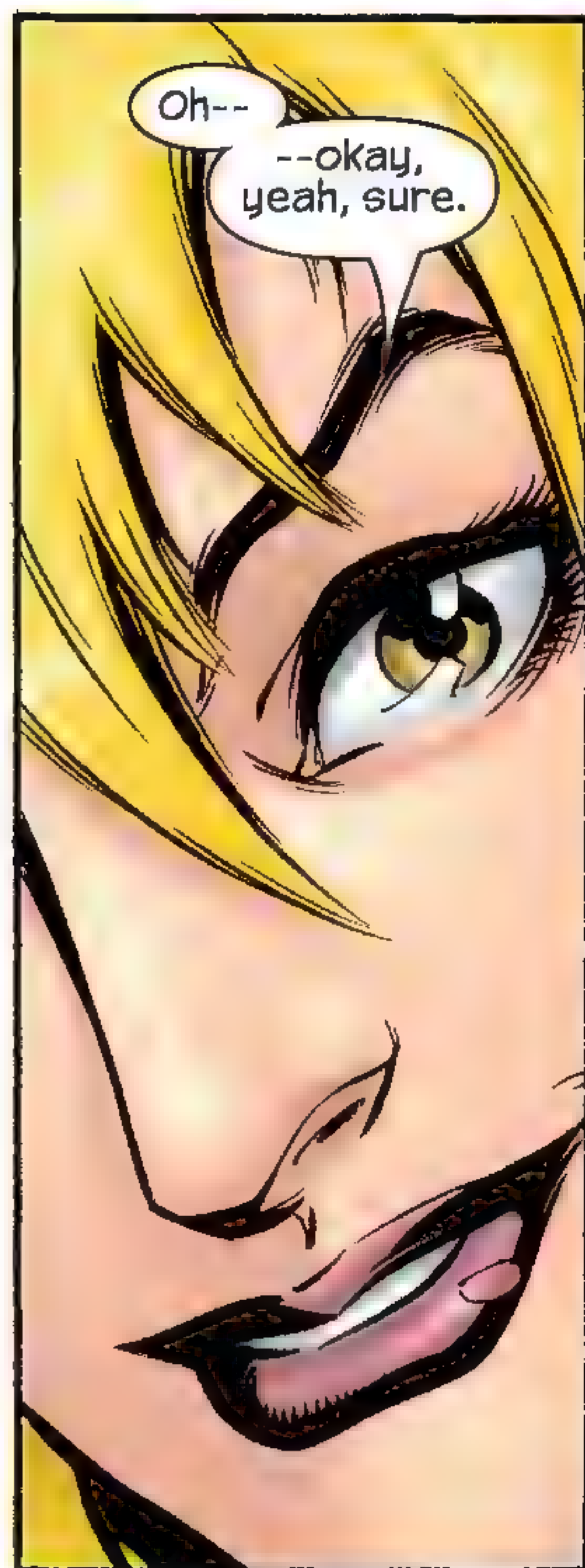
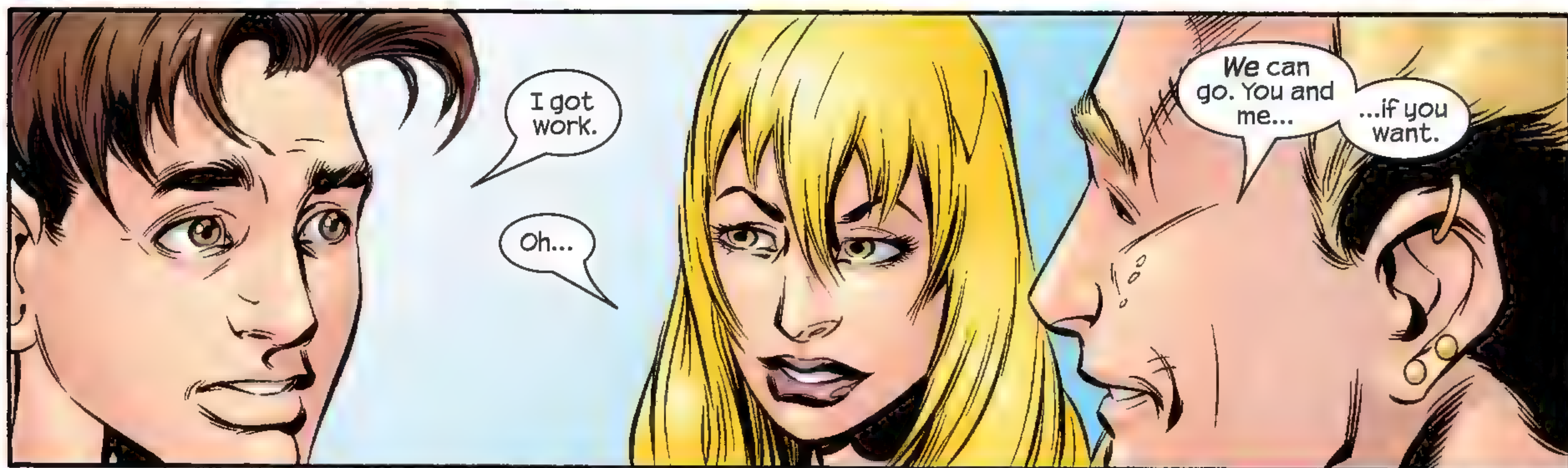
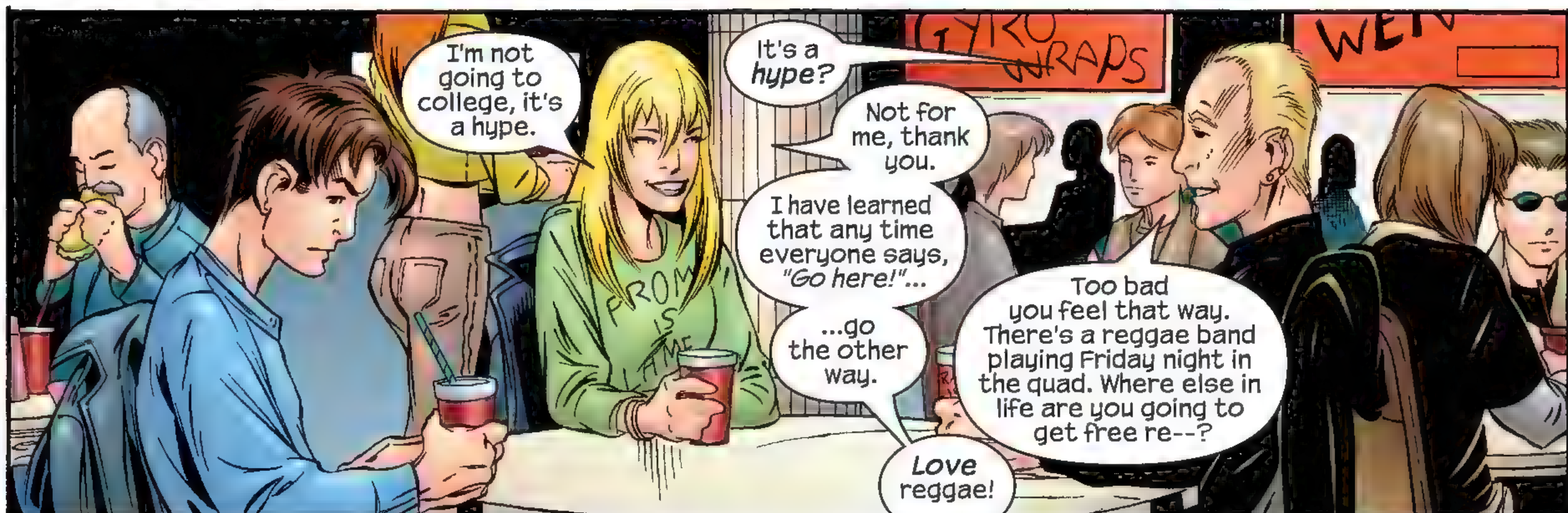
Whose DNA did they use?

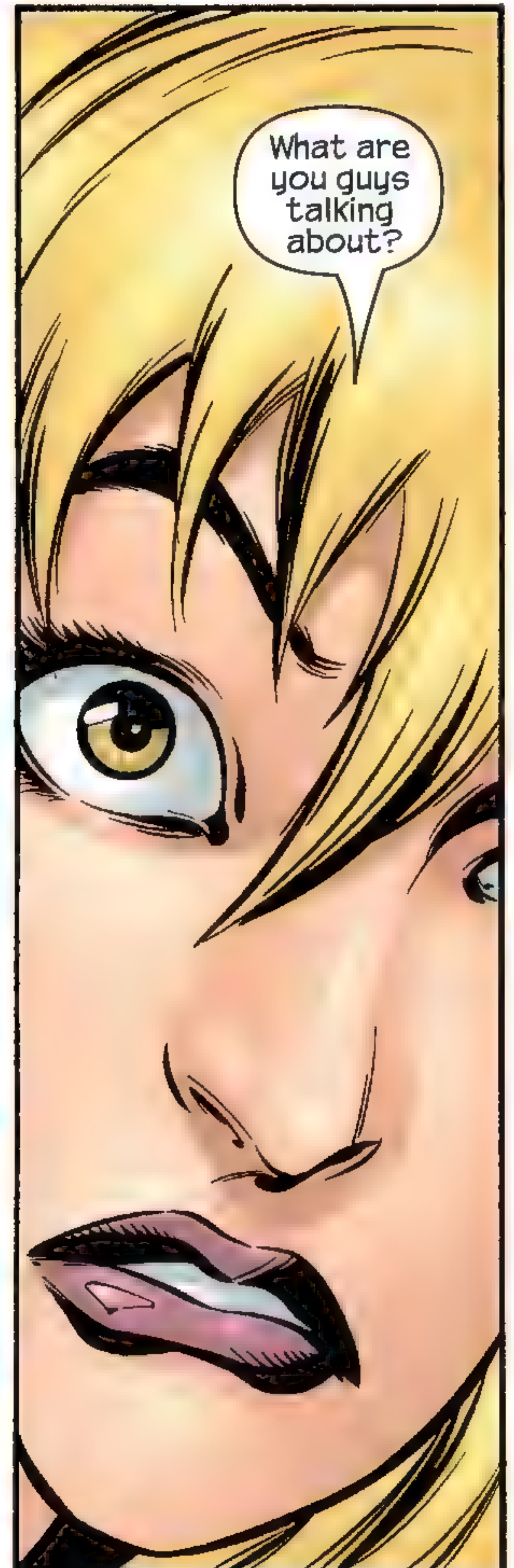














The theory isn't a new one.

The human body carries within itself the ability to create everything it needs to function.

Everything it needs to fight off any disease, to stave off any cancer.

What "the suit" will do is just help the body help itself.

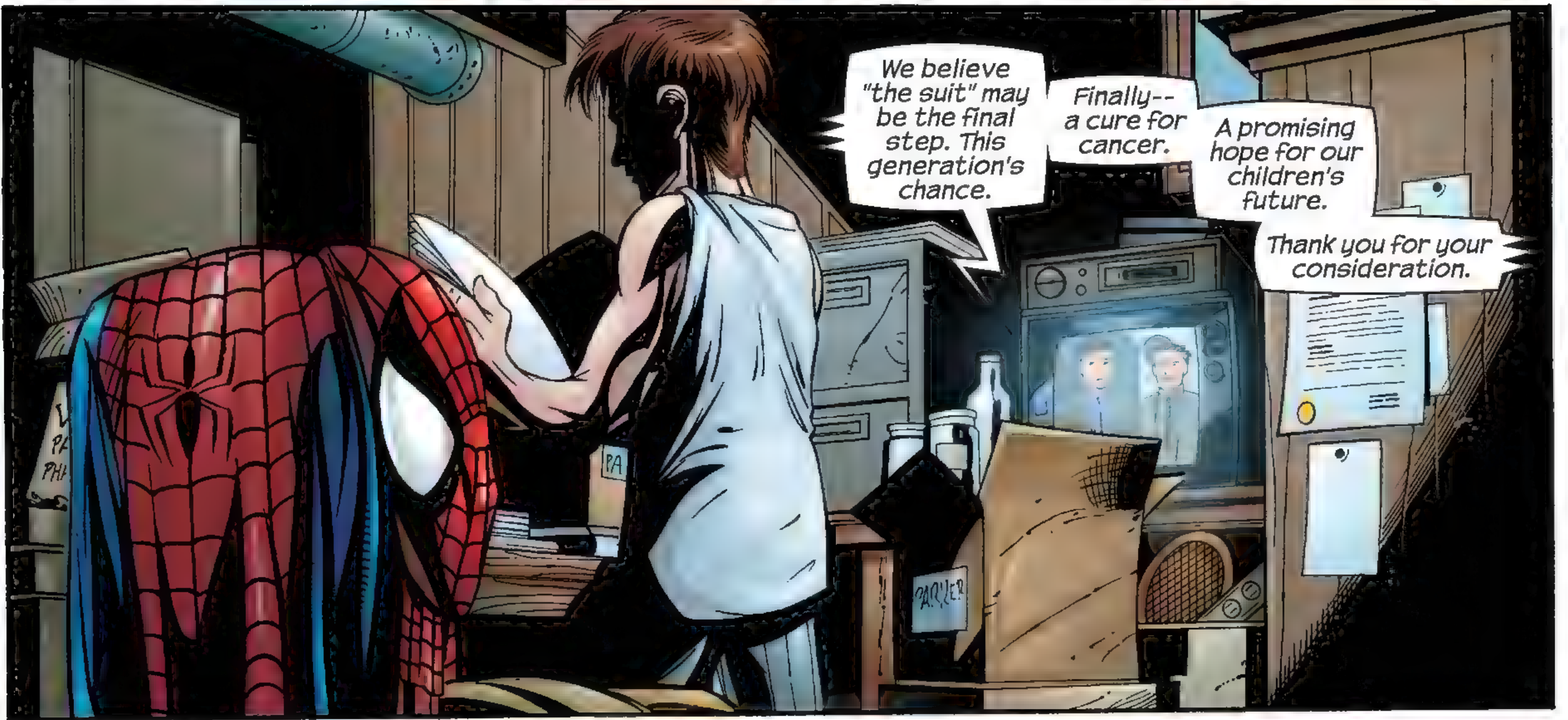
The ultimate natural medical treatment.

As you will see in the enclosed specs, we are currently in the middle of phase two.

With your generous support we believe that we will be able to bring the suit to the human testing phase sometime in the next two to three years.

Mankind has been plagued by the unknowns of cancer for as long as we have recorded history--

--and with every passing generation we have found a new and better way to survive and cure ourselves.



We believe "the suit" may be the final step. This generation's chance.

Finally-- a cure for cancer.

A promising hope for our children's future.

Thank you for your consideration.



Until the lawsuits end-- until I know who I can trust... here I am, sitting on my hands.

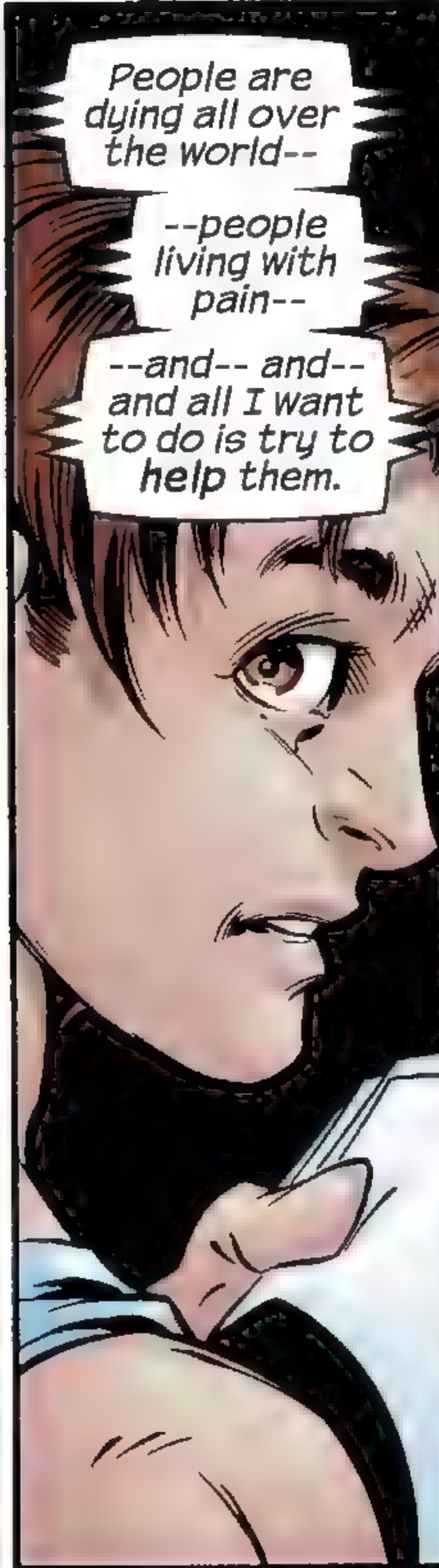
Lawsuits!! God!!

This isn't what I wanted!

I would have never even gone forward with the experiments if I thought for a second that someone would try to use them like this.

Never!!

I would rather work at Taco Bell than be where I am right now.



People are dying all over the world--

--people living with pain--

--and-- and-- and all I want to do is try to help them.



But because I signed the wrong paper for the wrong person...

...not only can I not do anything to help them, I can't even tell someone else what I have so they can go finish it.

I can't tell anyone.



Ben, if you're watching this-- you were right.

I'll never say it to your face. But you were right.



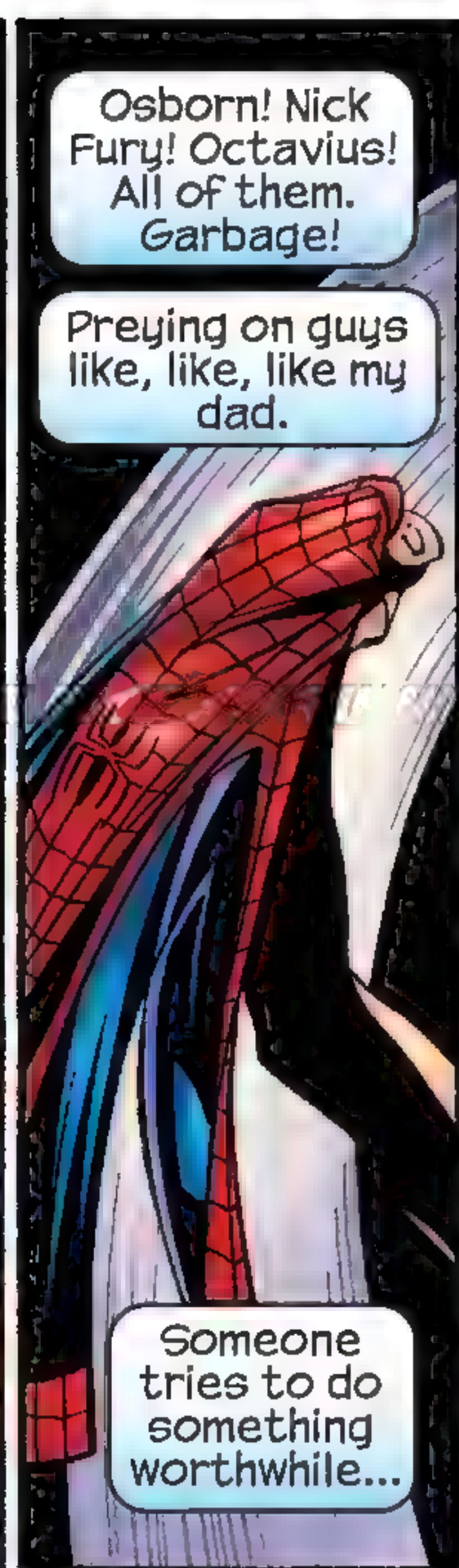
"Never trust anyone wearing a tie."



That is it!!

That is #&\$!@%ing it!!

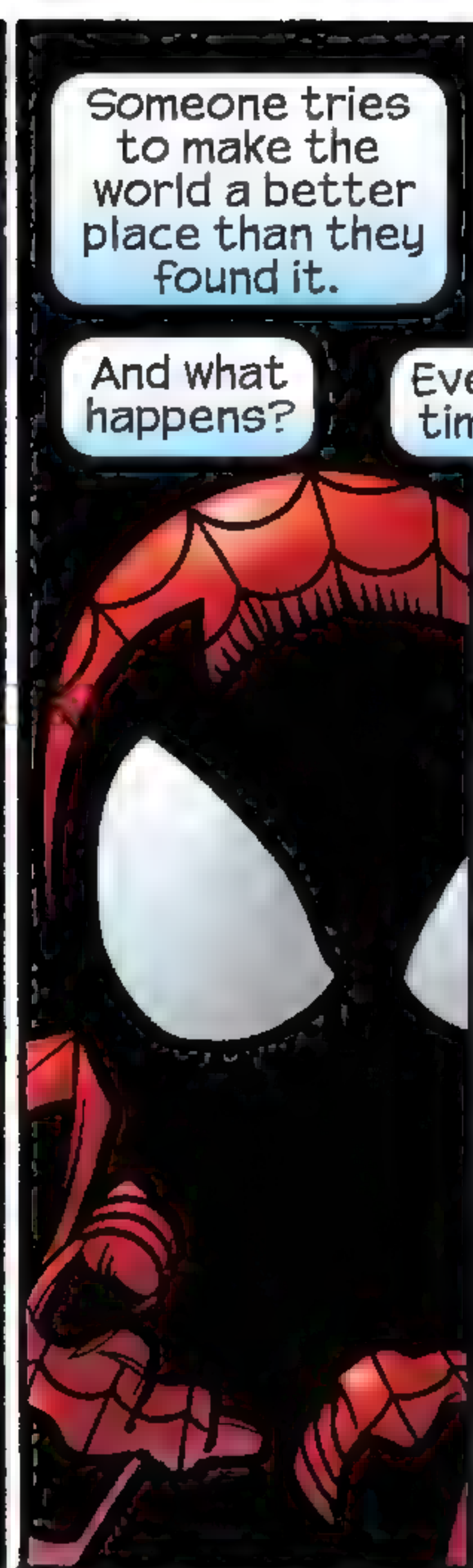
Every time I turn around there's some greedy piece of garbage looking to turn something of value into a twisted nightmare!!!



Osborn! Nick Fury! Octavius! All of them. Garbage!

Preying on guys like, like, like my dad.

Someone tries to do something worthwhile...



Someone tries to make the world a better place than they found it.

And what happens?

Every time!



They took it away from him-- well I'm taking it *back*.

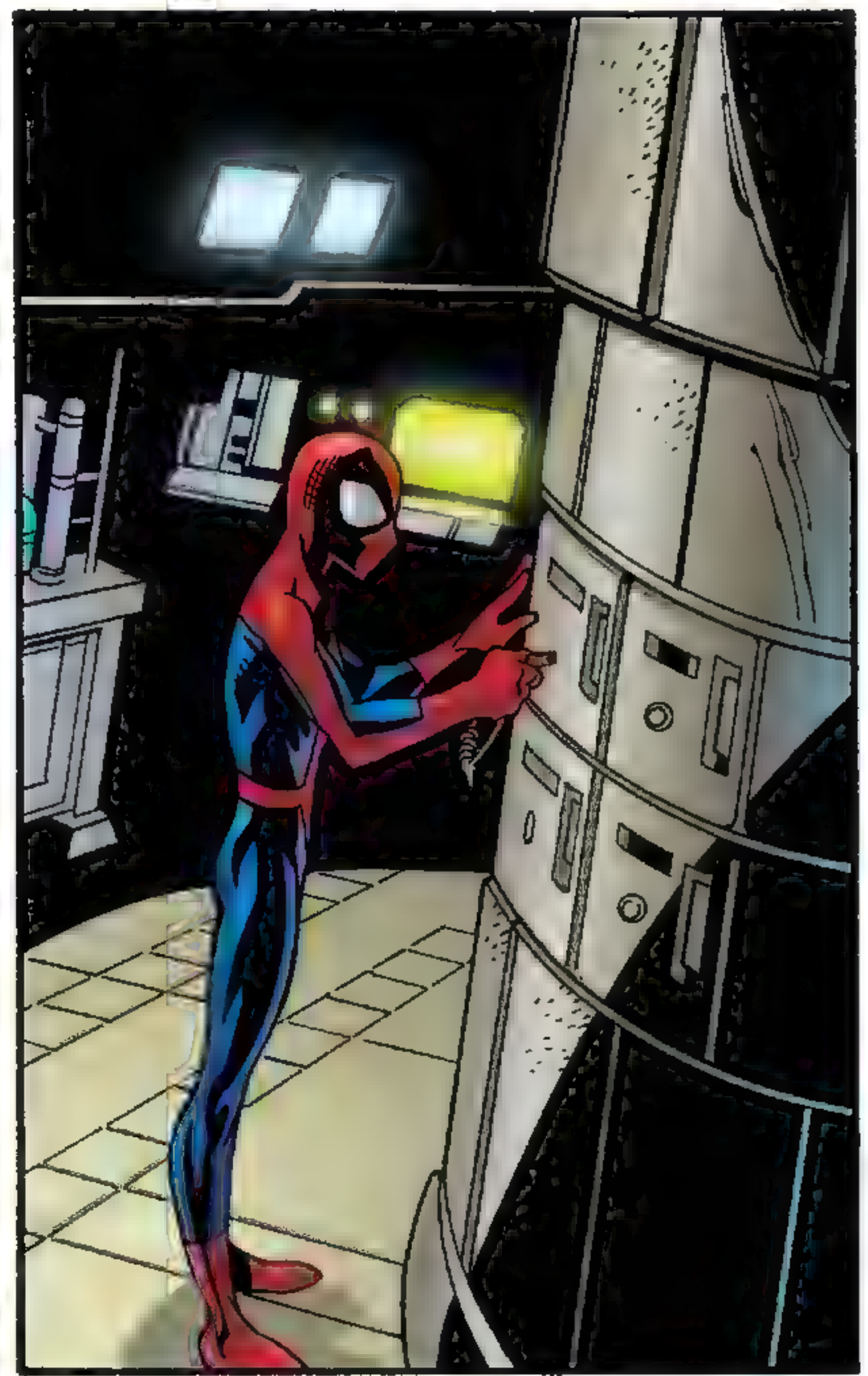
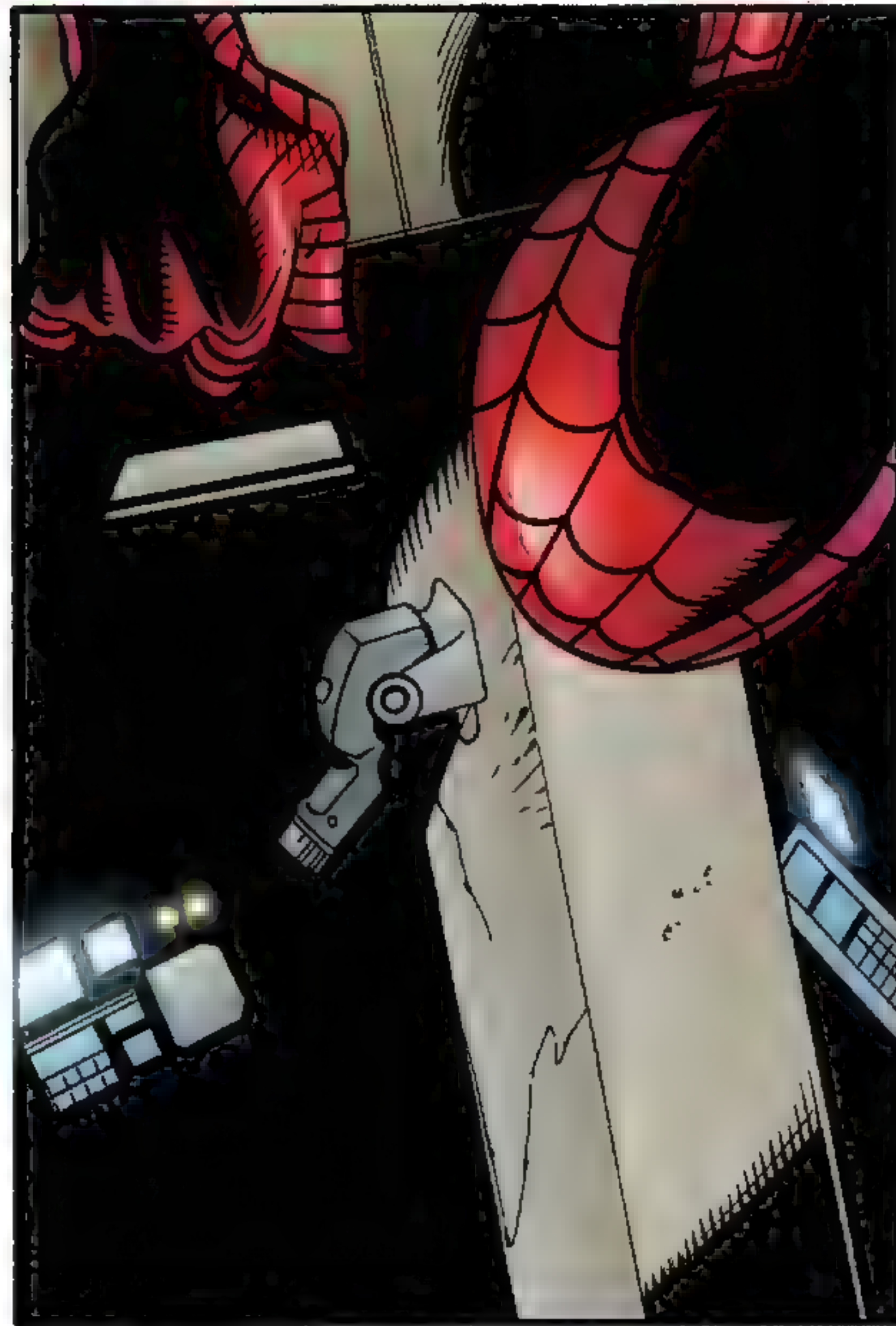
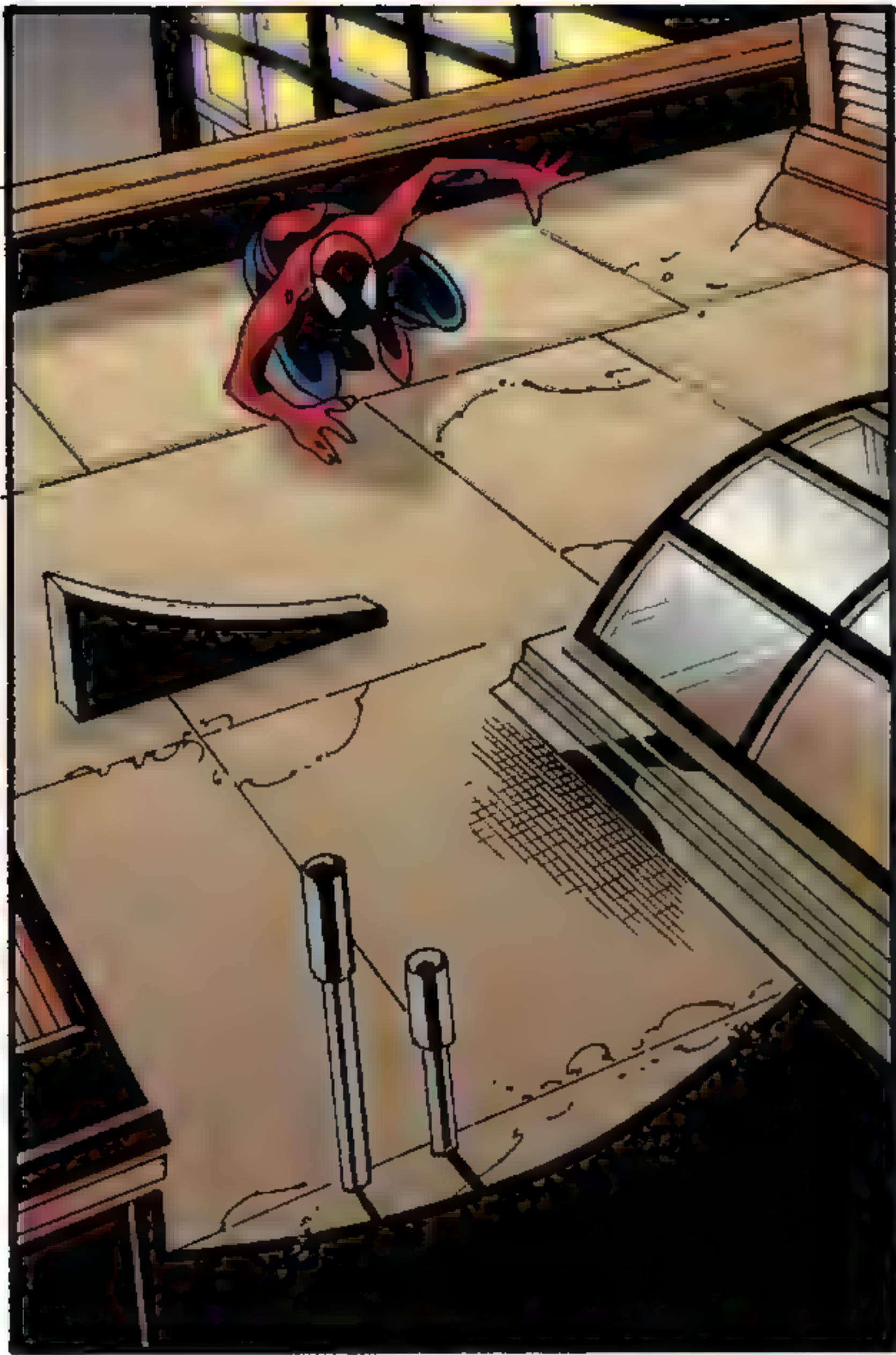
I'll *finish* what he started.

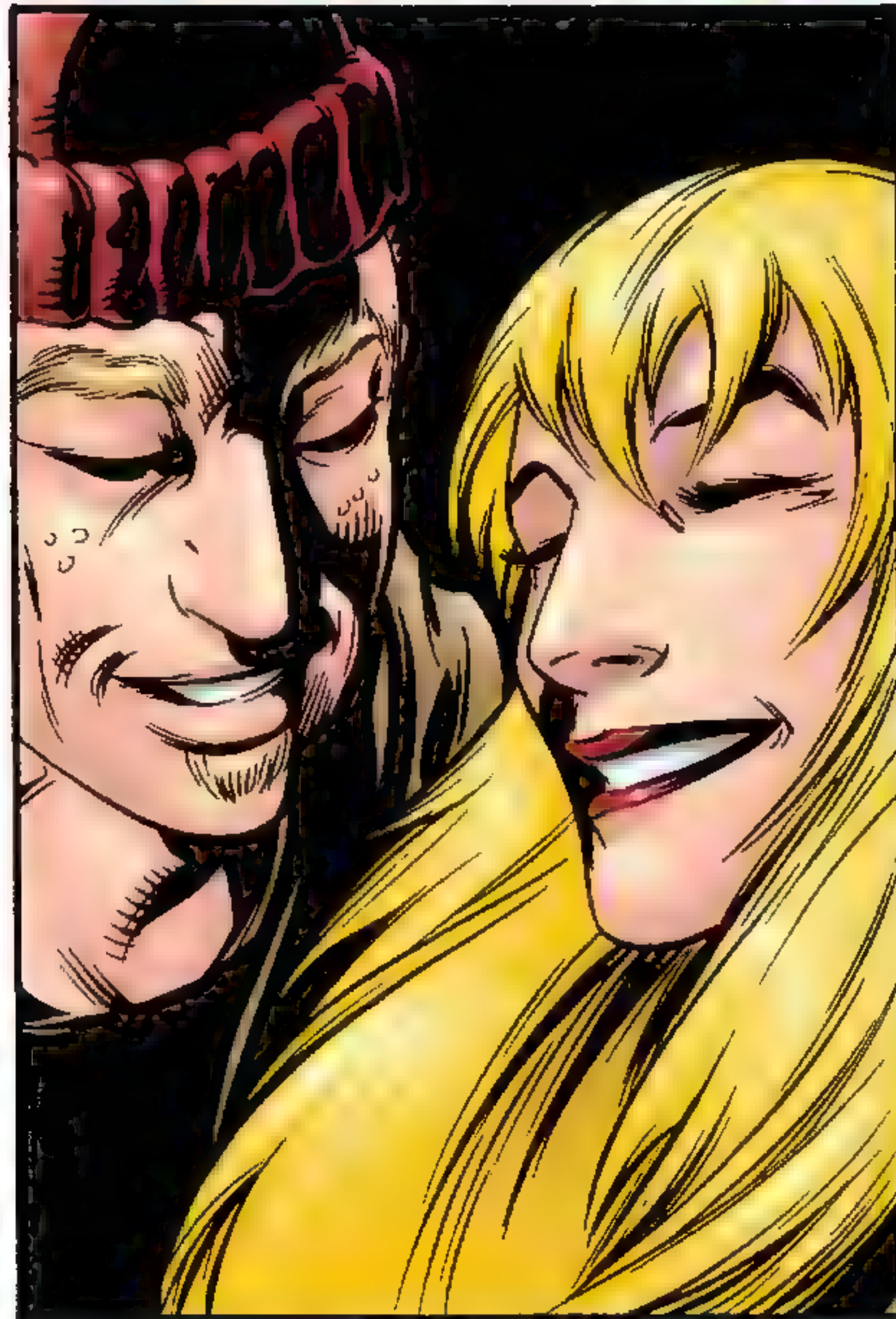
I'll do my own tests-- I'll do it *myself!!!*

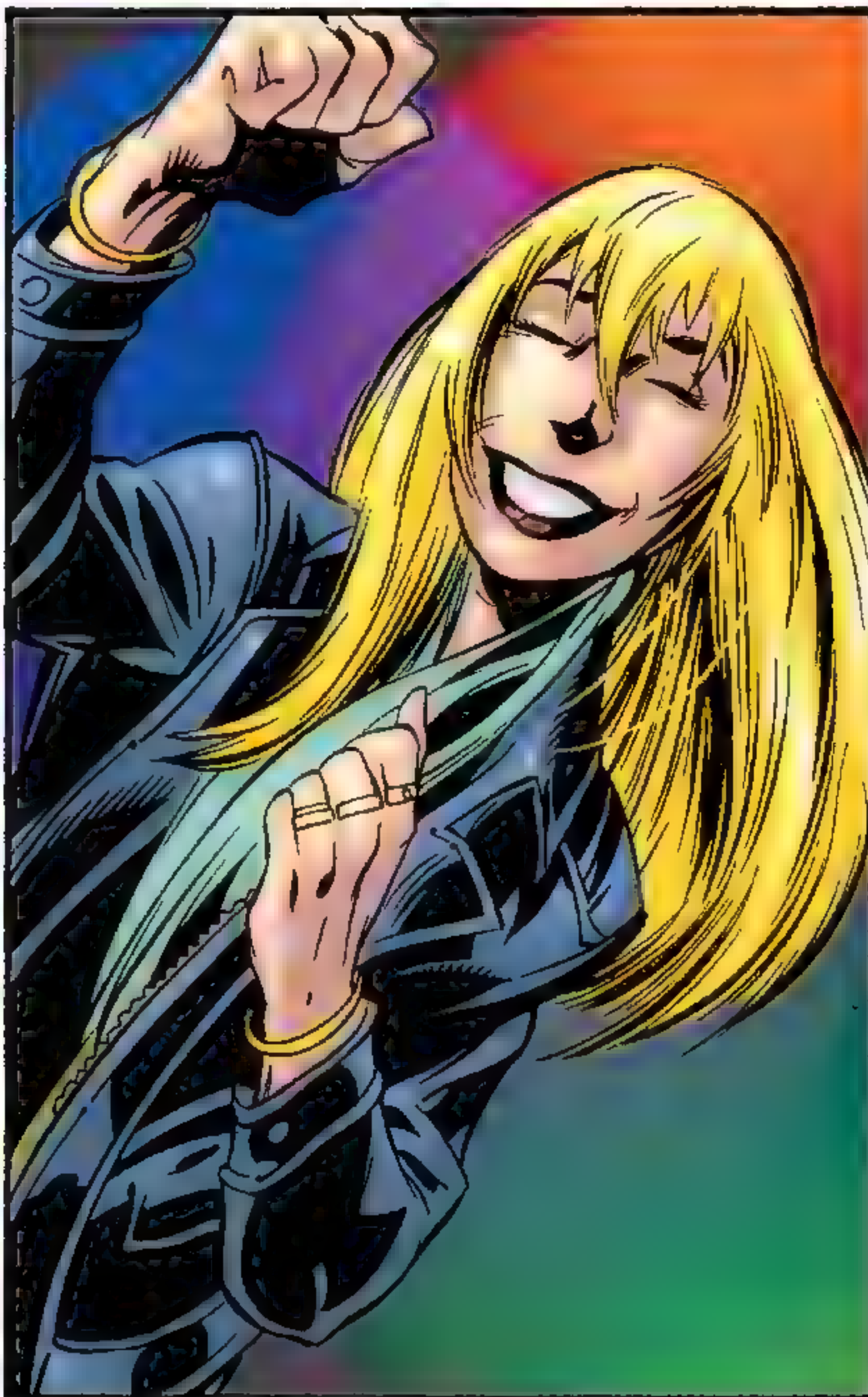


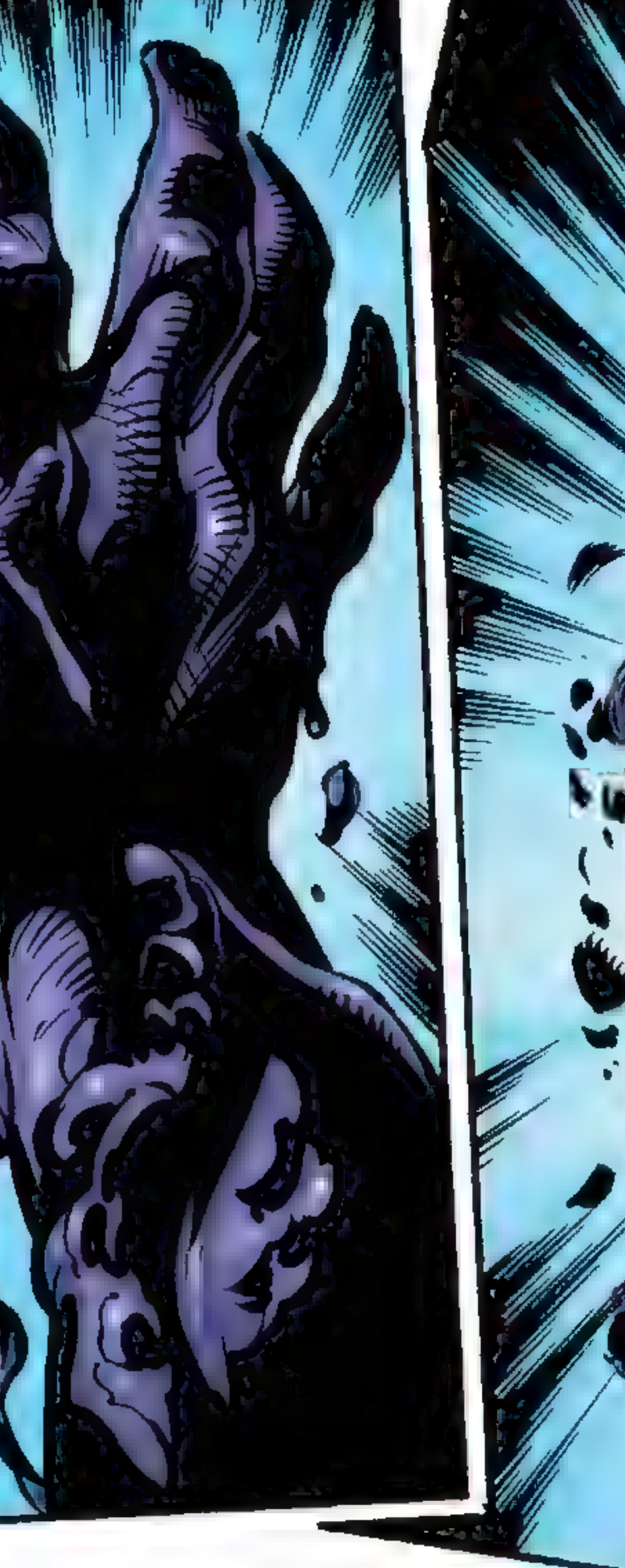
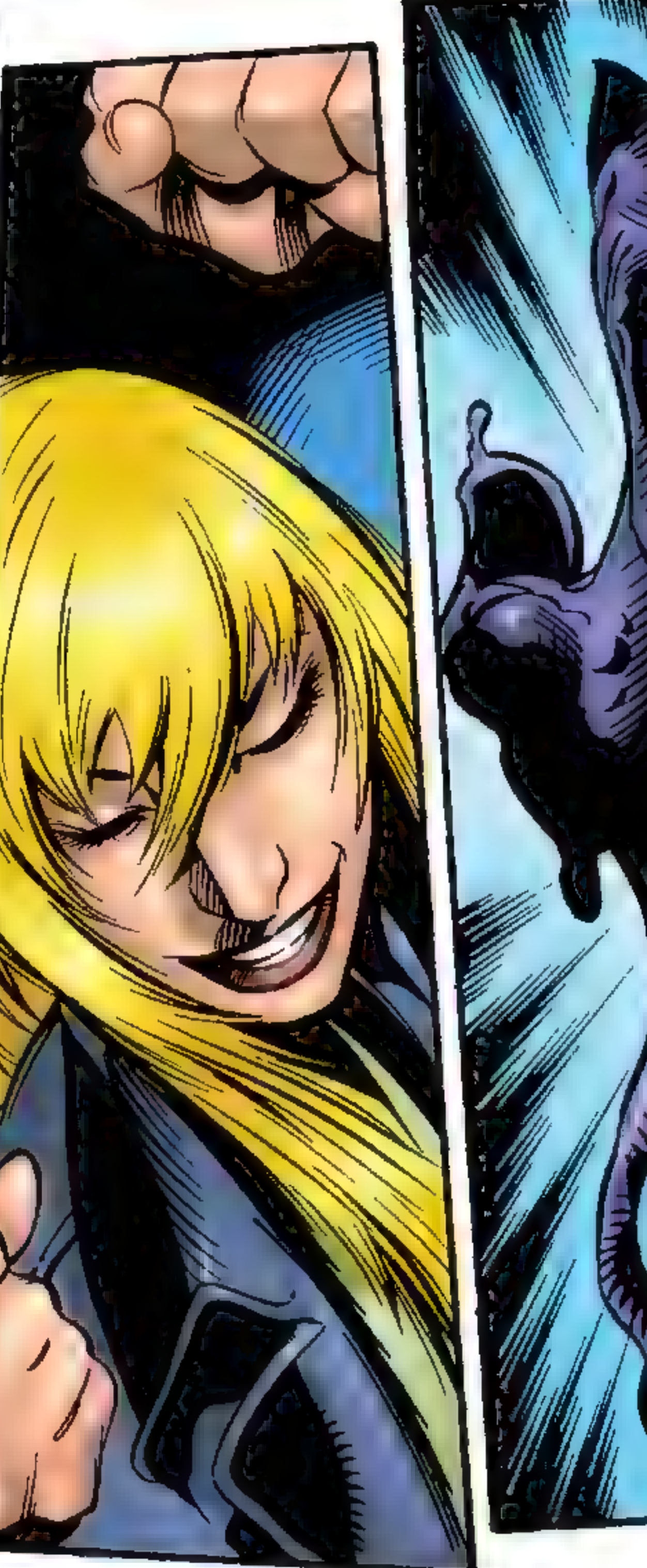
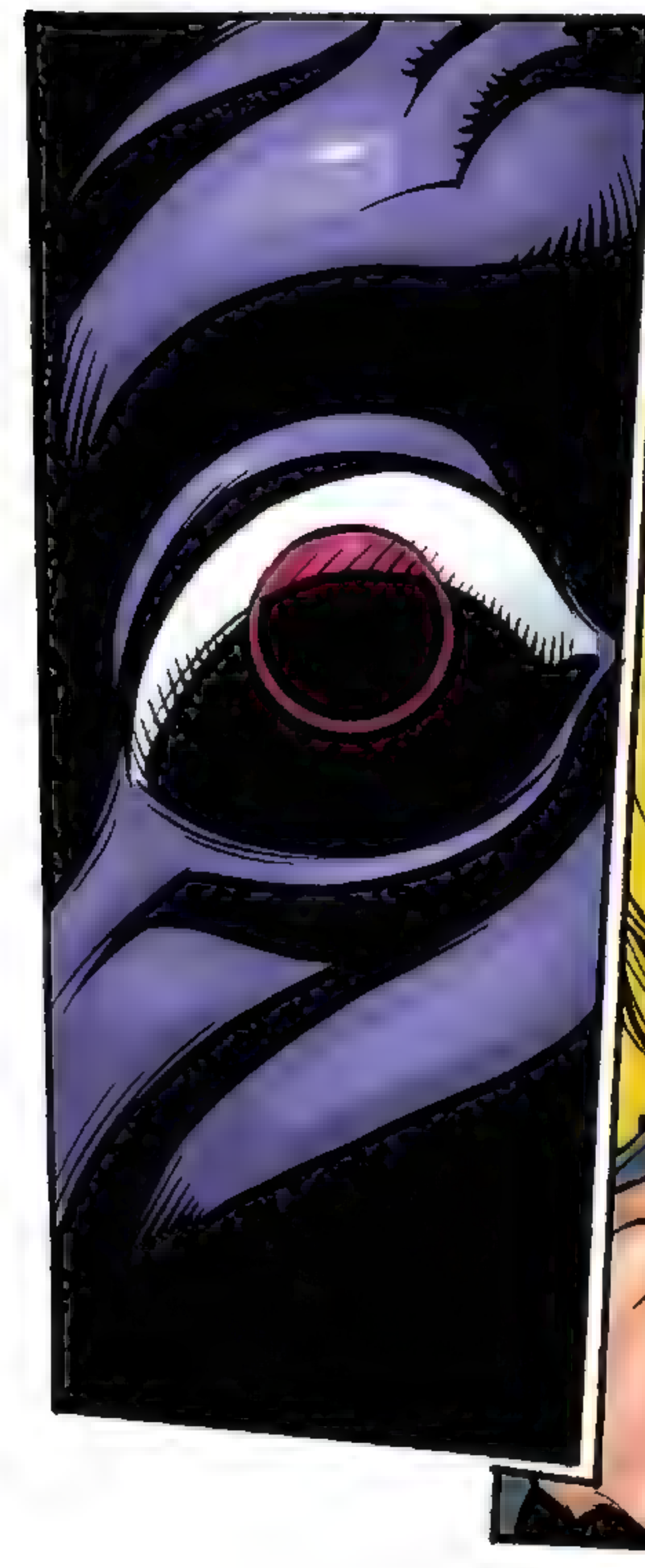
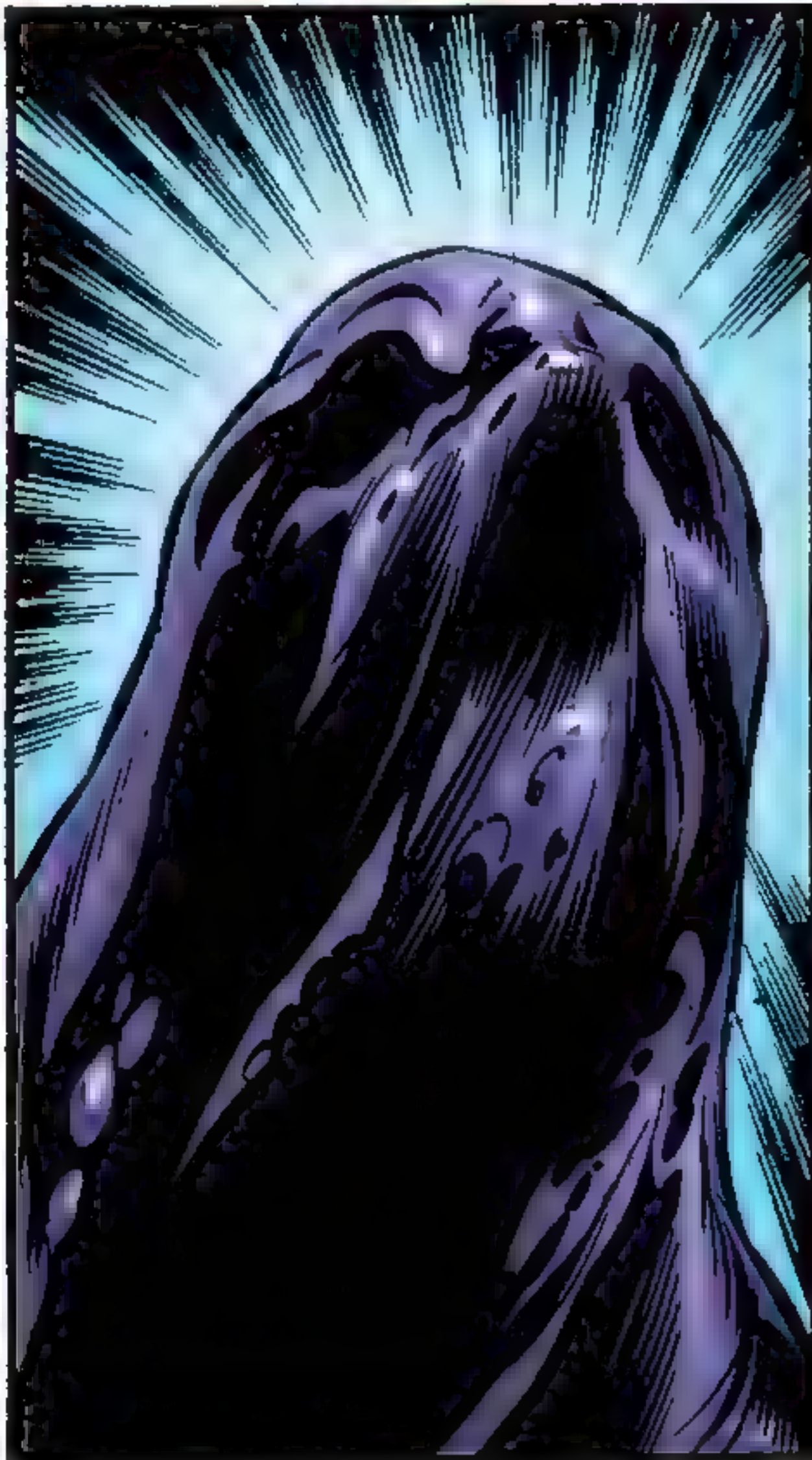
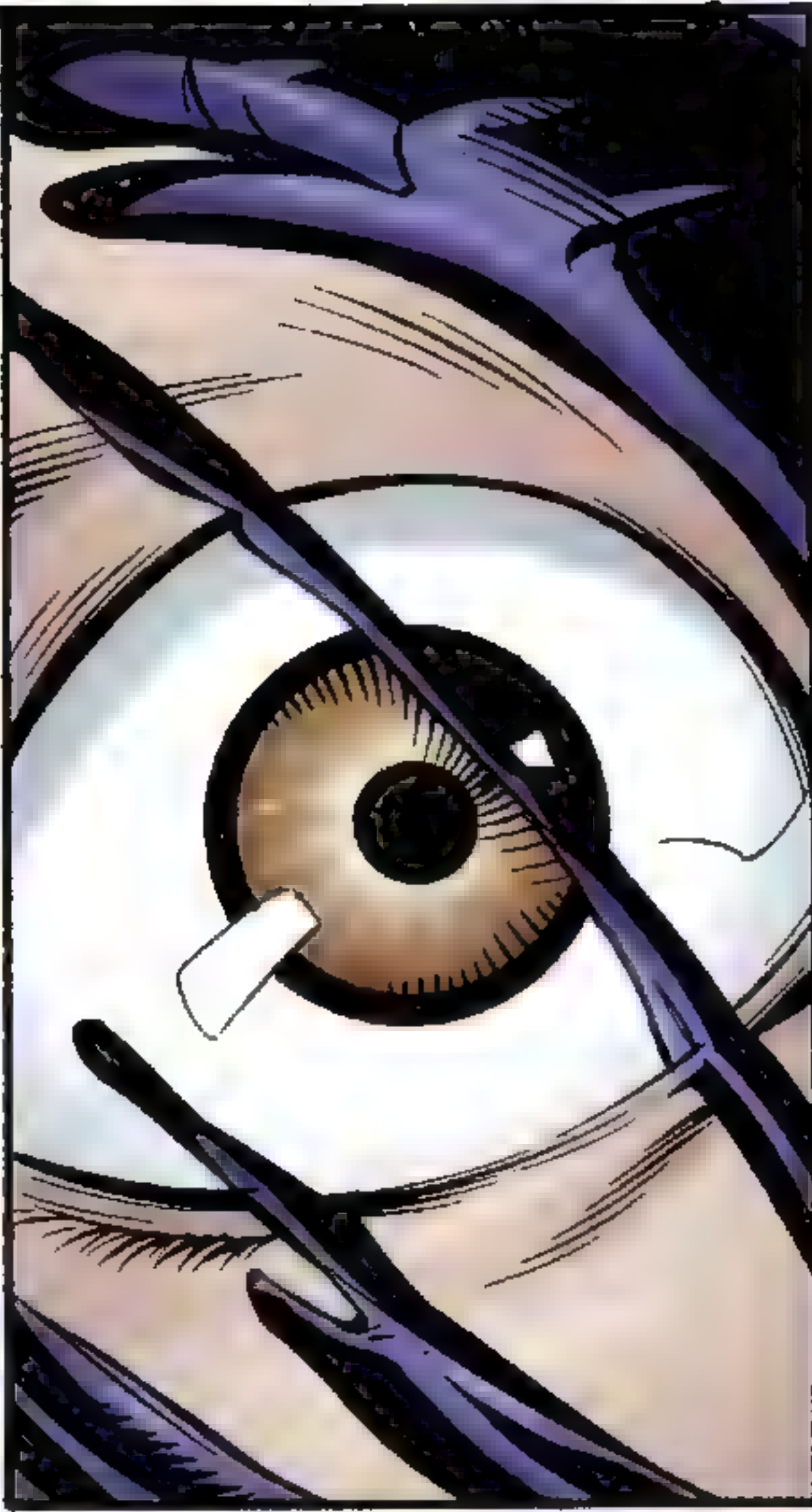
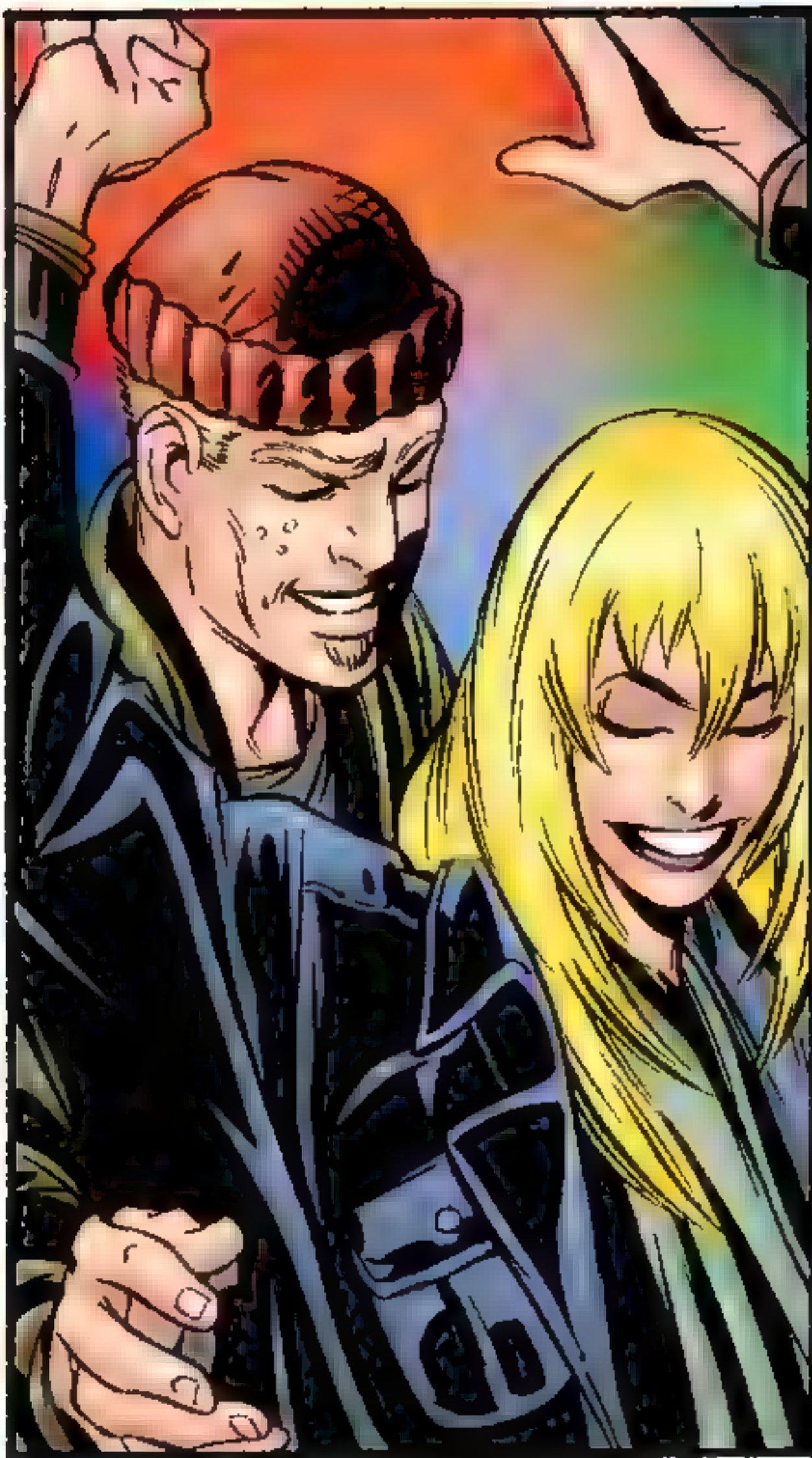
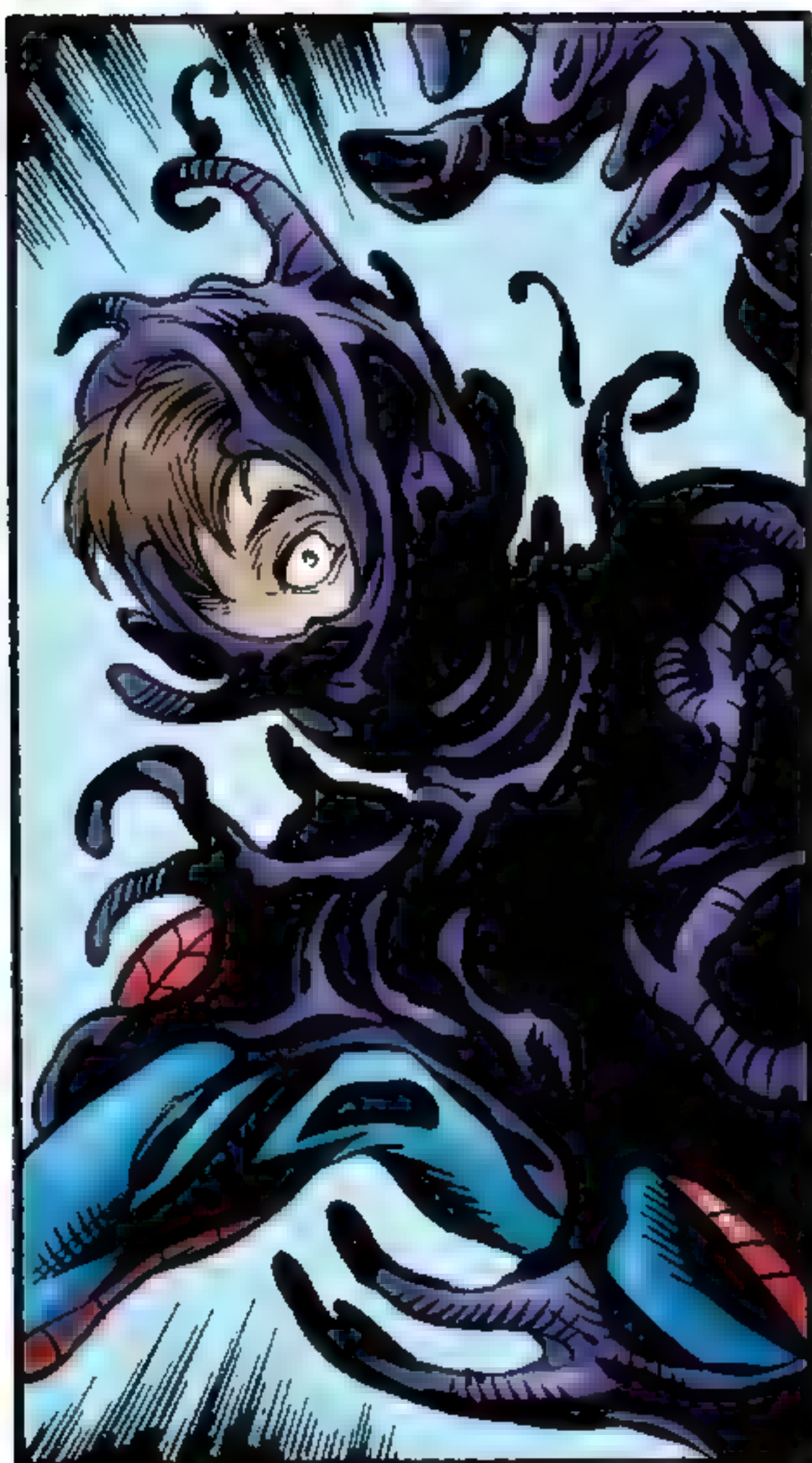
Show them who my dad was!

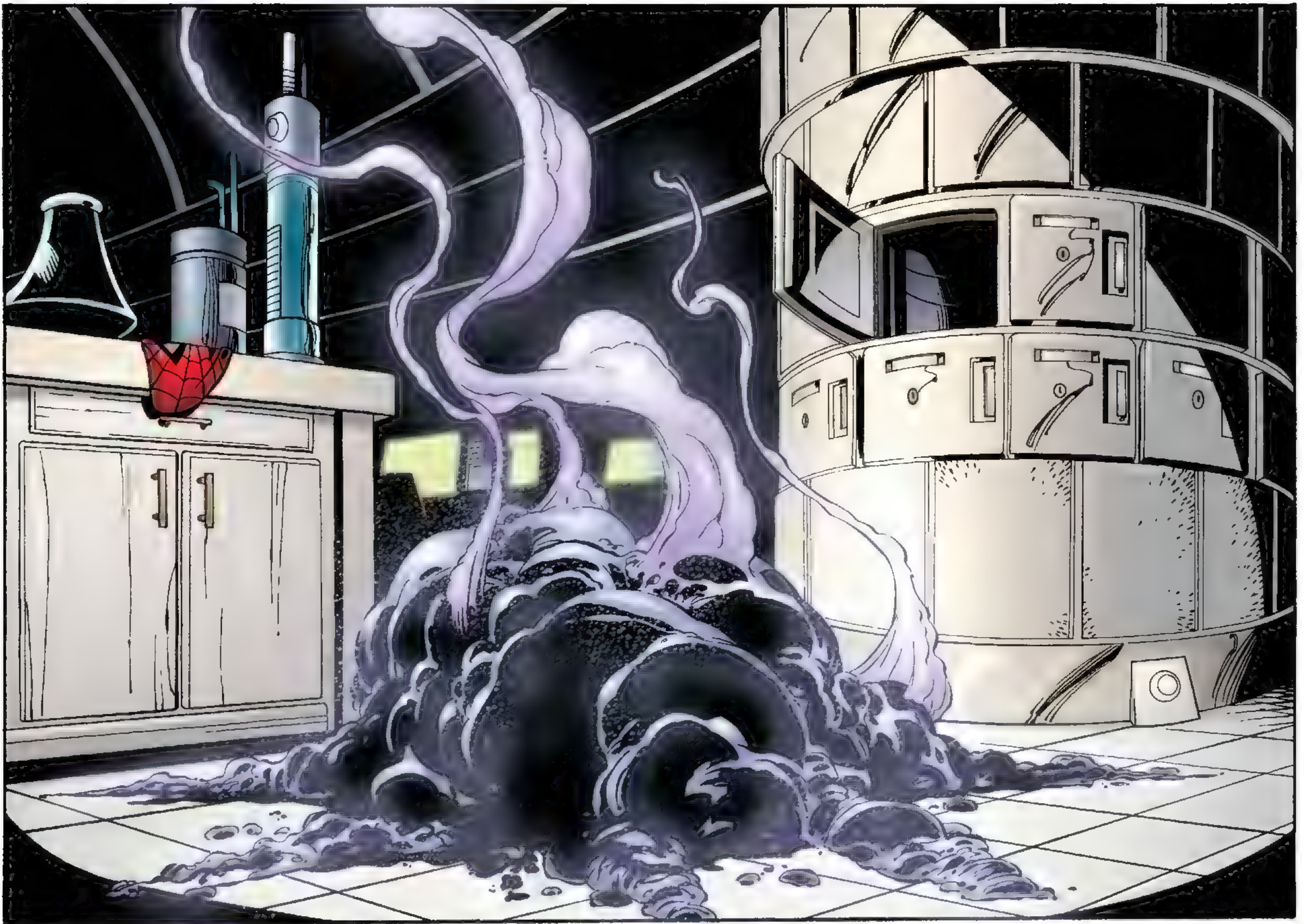














ULTIMATE SPIDER-MAN®

ISSUE
35

LEGACY

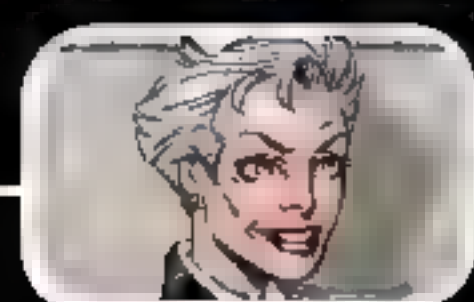


BENDIS
BAGLEY
THIBERT

MARVEL®



Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

L E G A C Y

The bite of an **GENETICALLY ALTERED** Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a Spider like sixth sense warning him of personal danger, and most amazing of all- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power then comes great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, and swing time as the misunderstood, web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter goes to visit college student Eddie Brock, a childhood friend and the son of his scientist father's partner. Eddie shows Peter an old experiment of their fathers that he has discovered: a container of frozen black liquid.

From his father's notes, Eddie has learned that the liquid is a medical dip called "the suit," which forms a protoplasmic bodysuit around the patient that can cure any illness and enhance the patient's strength and abilities. At the time of their deaths, Eddie explains, their fathers were fighting an attempt by Trask Industries to steal their formula for use in creating super-soldiers.

Peter resolves to complete his father's work on the suit, and to return it to its original purpose as a cure for cancer. However, Peter gets some of the liquid on his skin, and within seconds it has taken over his body, encasing him in a protoplasmic black suit.



S t a n d a l e e p r e s e n t s : ULTIMATE SPIDER-MAN

Brian Michael Bendis **story**

pencil Mark Bagley

Art Thibert **inks**

Transparency Digital
colors

Chris Eliopoulos
letters

C.B. Cebulski
associate editor

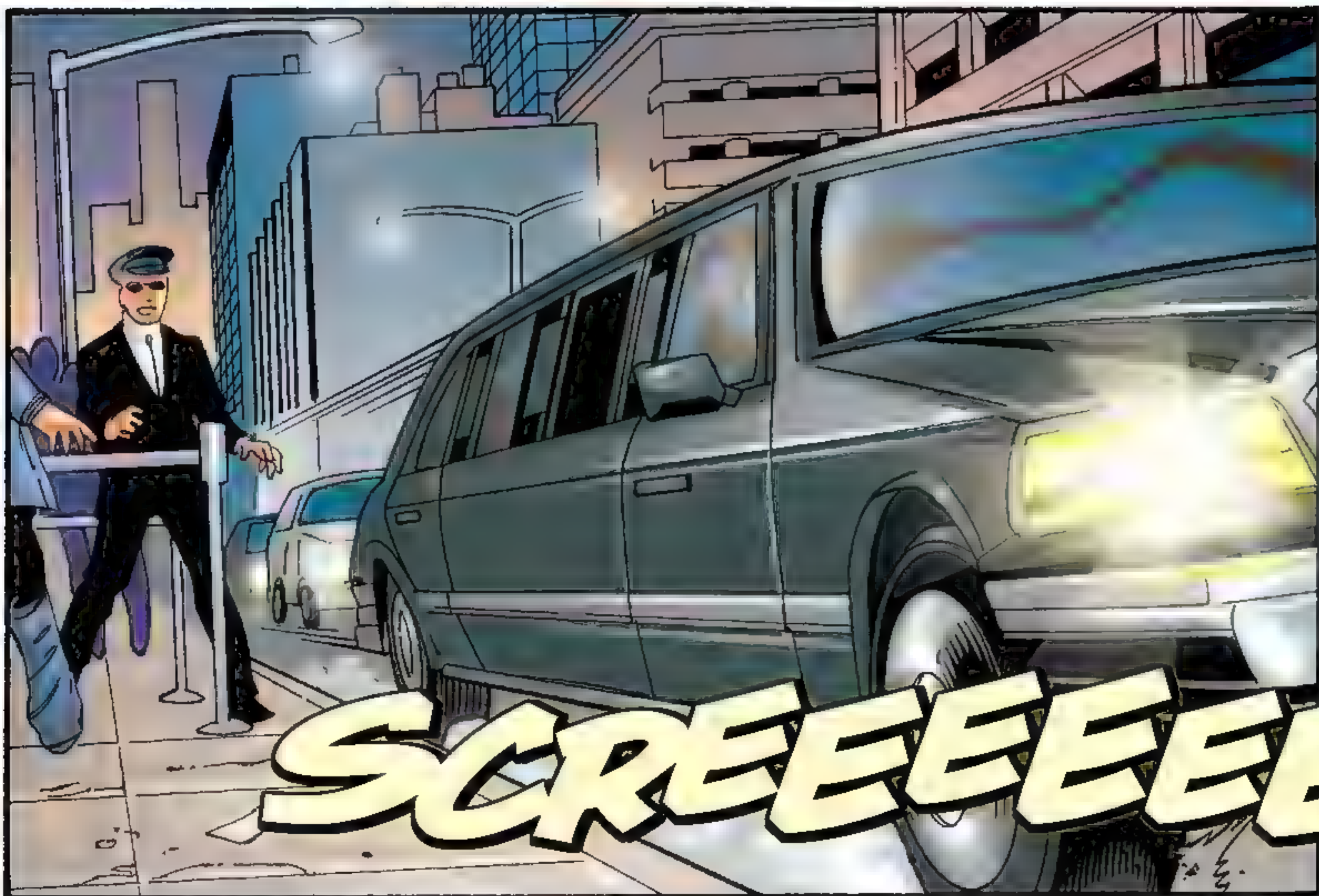
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AAAAAAHHH!!!

AAIEEE!!!
AAIEEE!!!

Well, Mr. Mattola, if you don't believe me, I have no problem sending you one of her toes.

GRRAAGGH!!

WHAT DO YOU THINK WE WANT?

ZZZAP!!!



Her last album sold twelve million in the world market.

(Have no idea why... but it did.)

I think you'll find our demands to be quite fair-- all things considered!

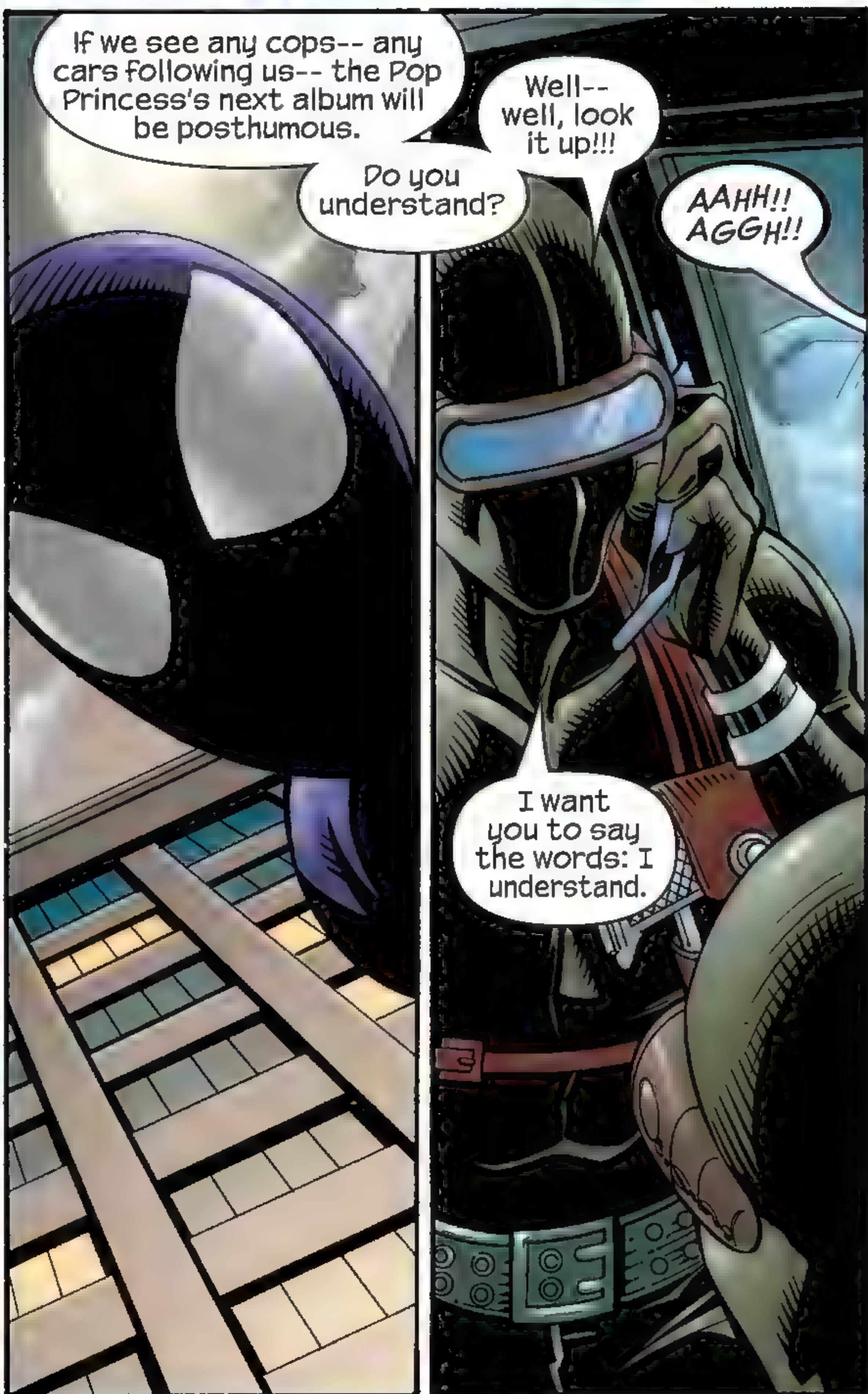
BOOP

You hear that?

Our ransom demands have been e-mailed to you directly.



My advice to you? Comply in a prompt and courteous manner.



If we see any cops-- any cars following us-- the Pop Princess's next album will be posthumous.

Do you understand?

Well-- well, look it up!!!

AAHH!!
AGGH!!

I want you to say the words: I understand.



Very good.

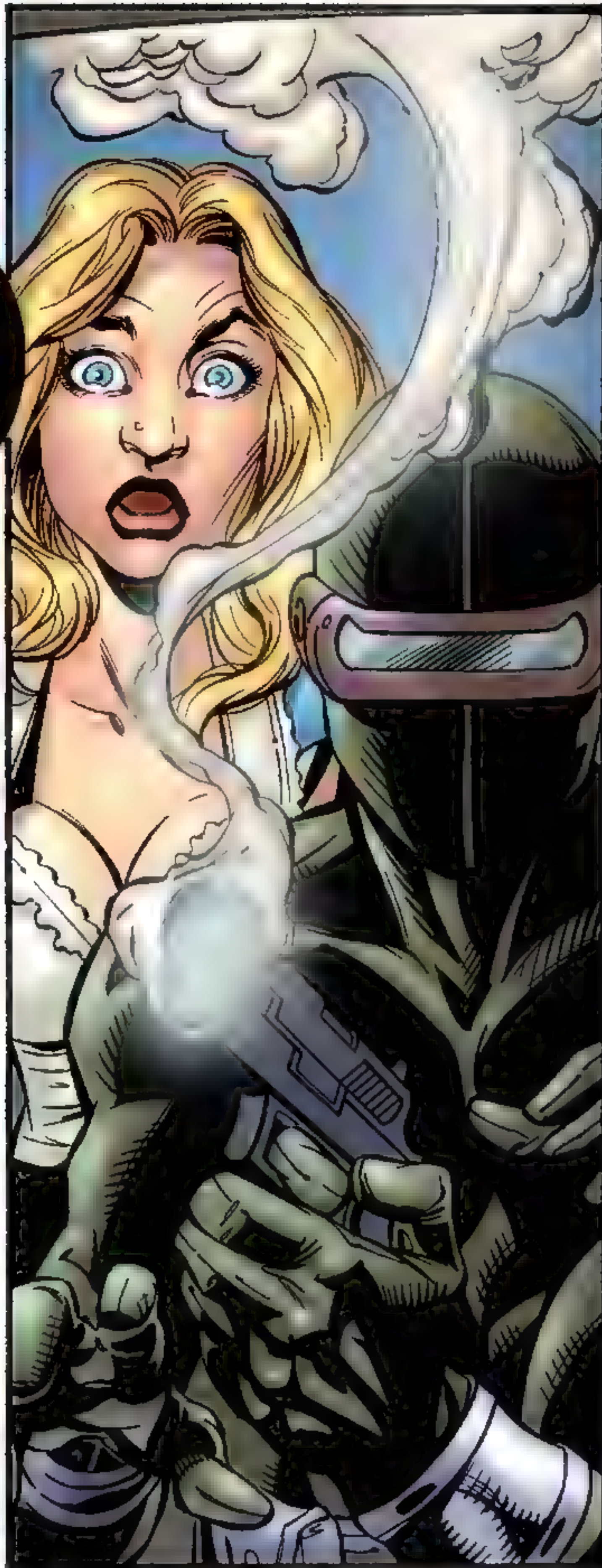
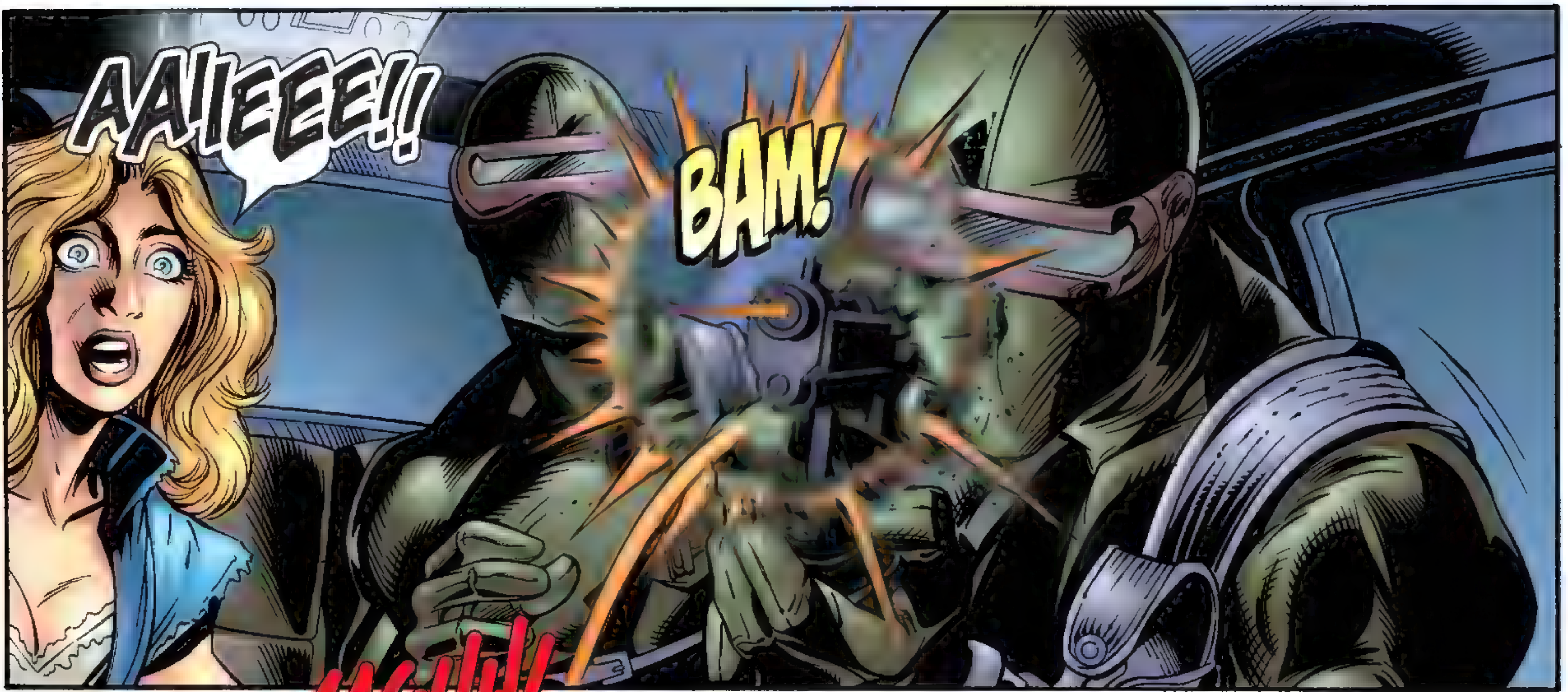
Because if anything even a little out of the ordinary comes our way--

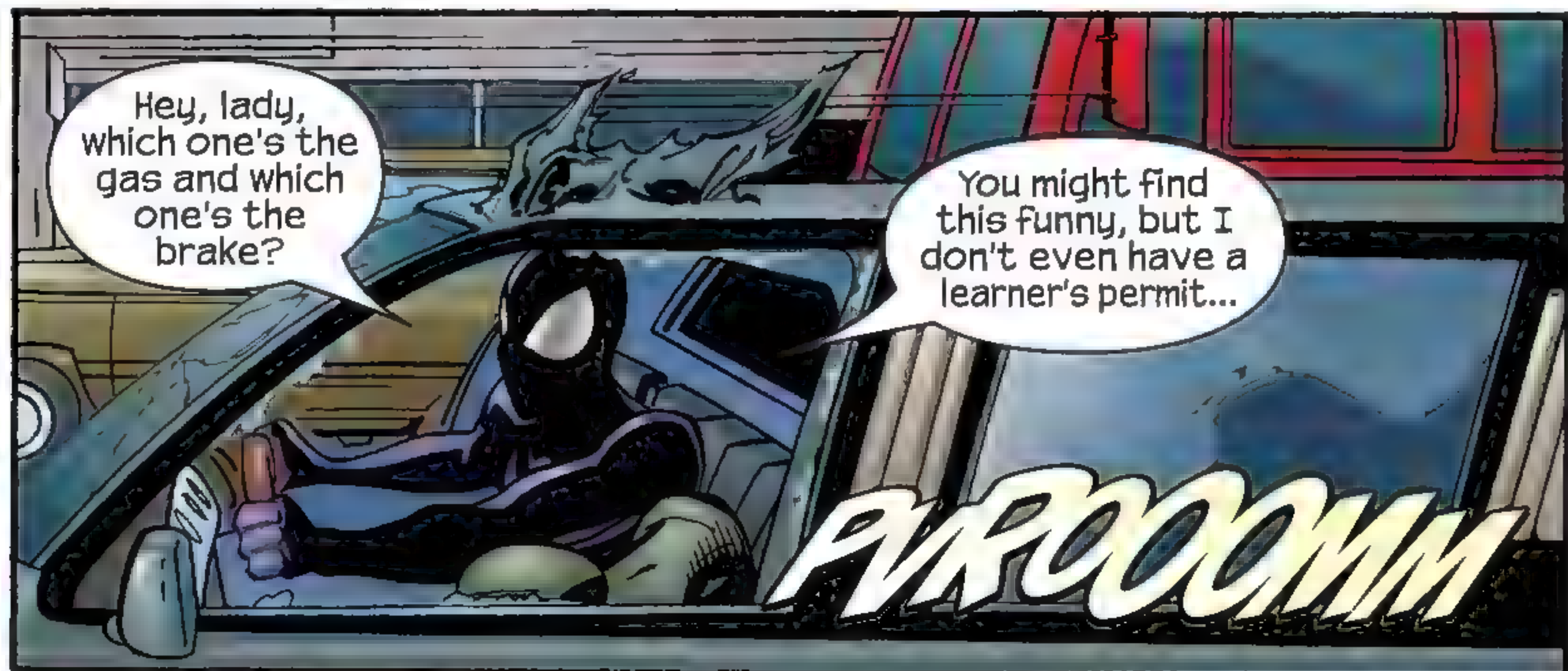
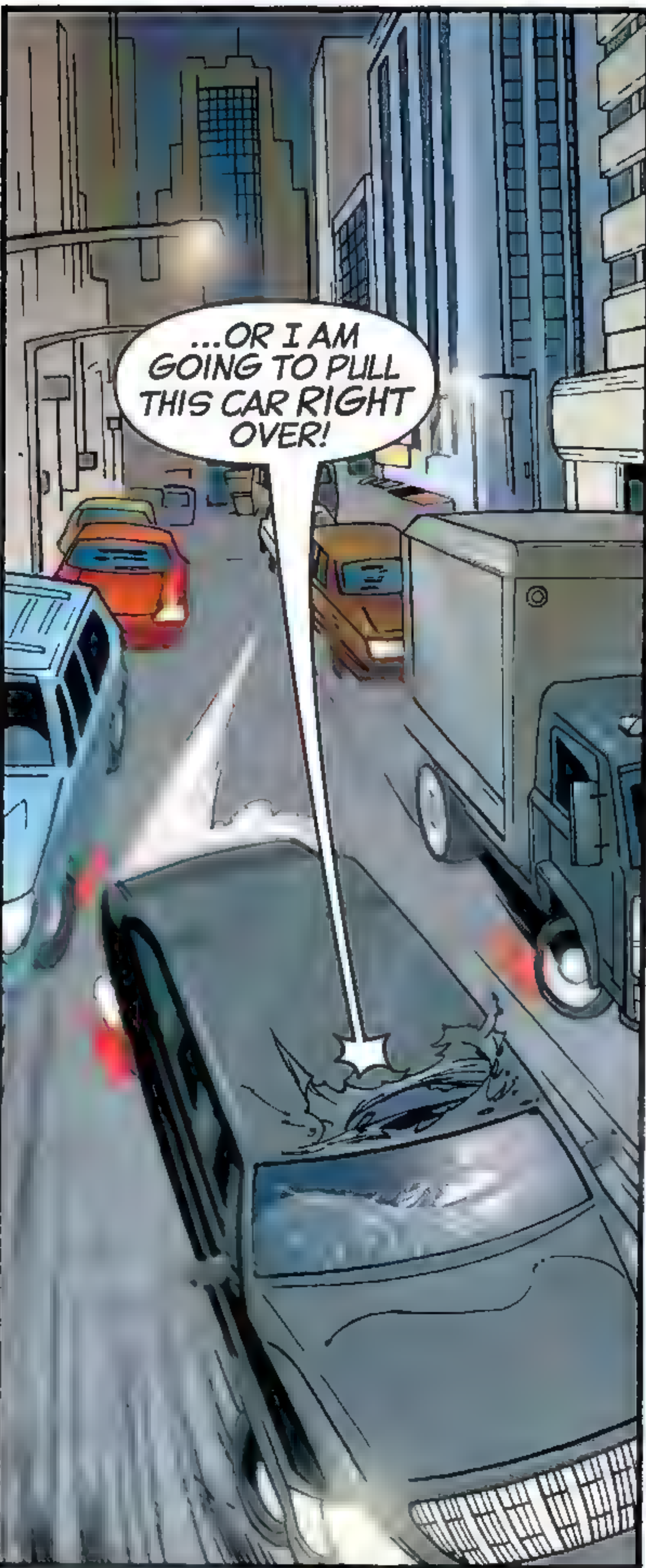


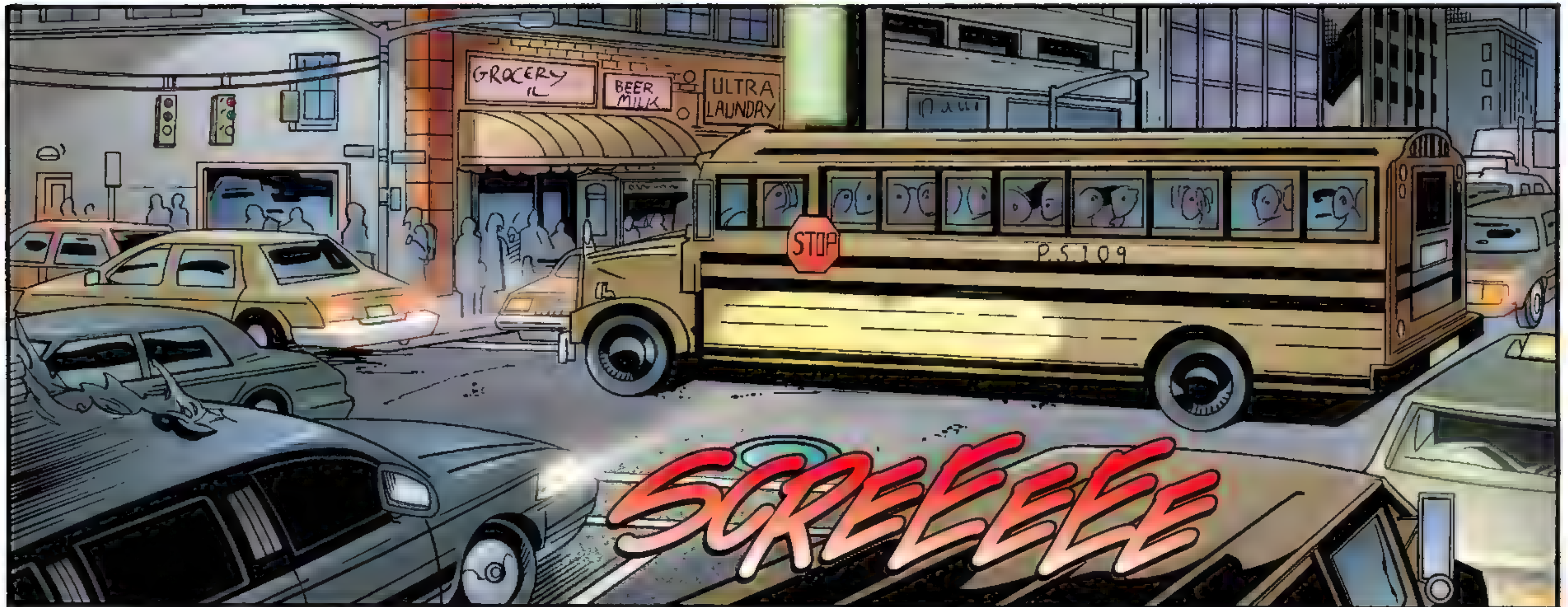
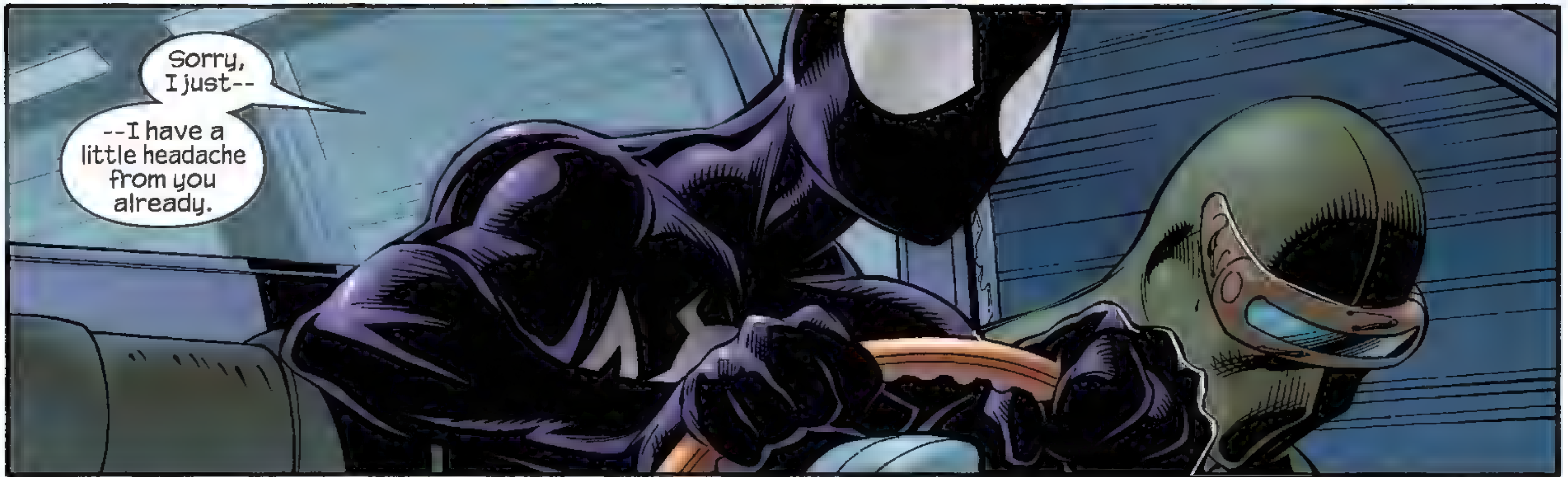
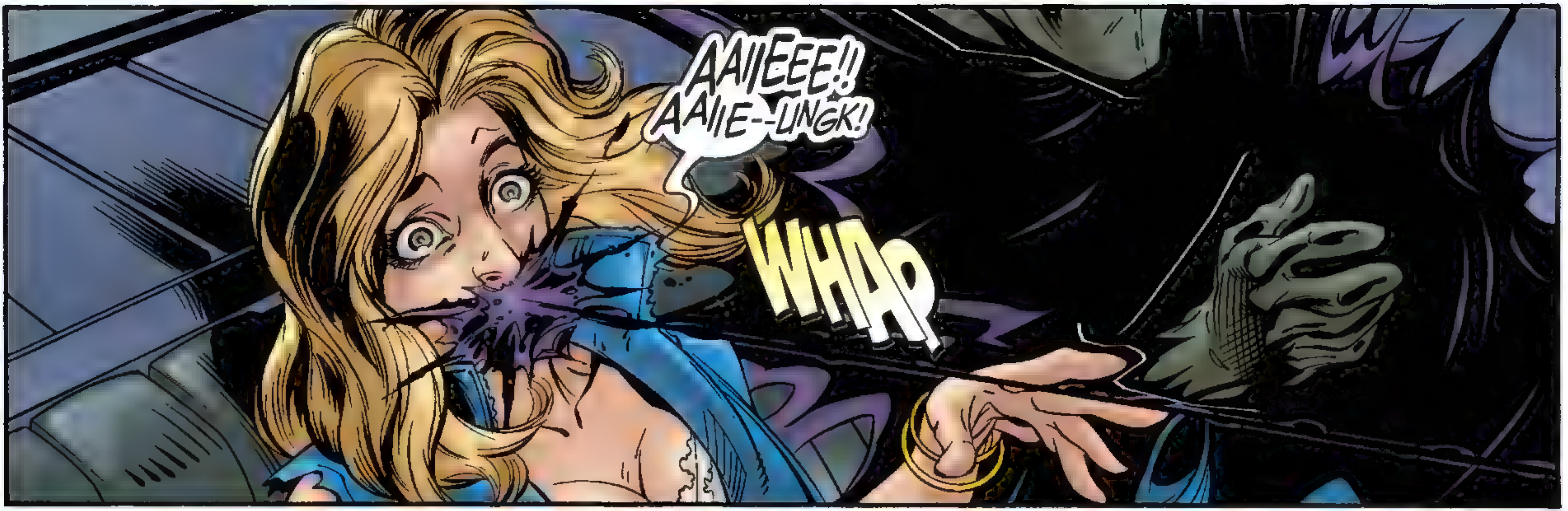
WHUMP

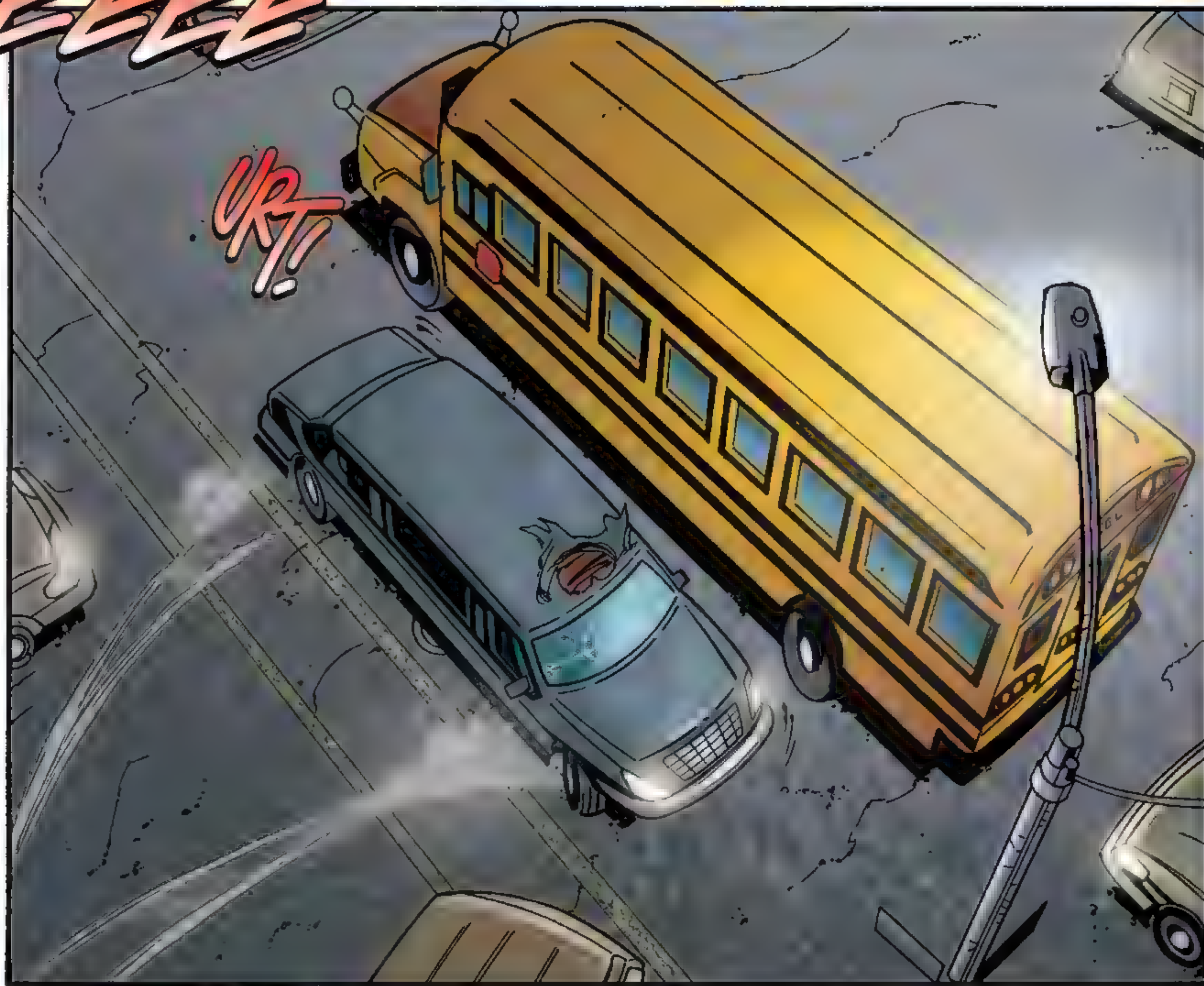
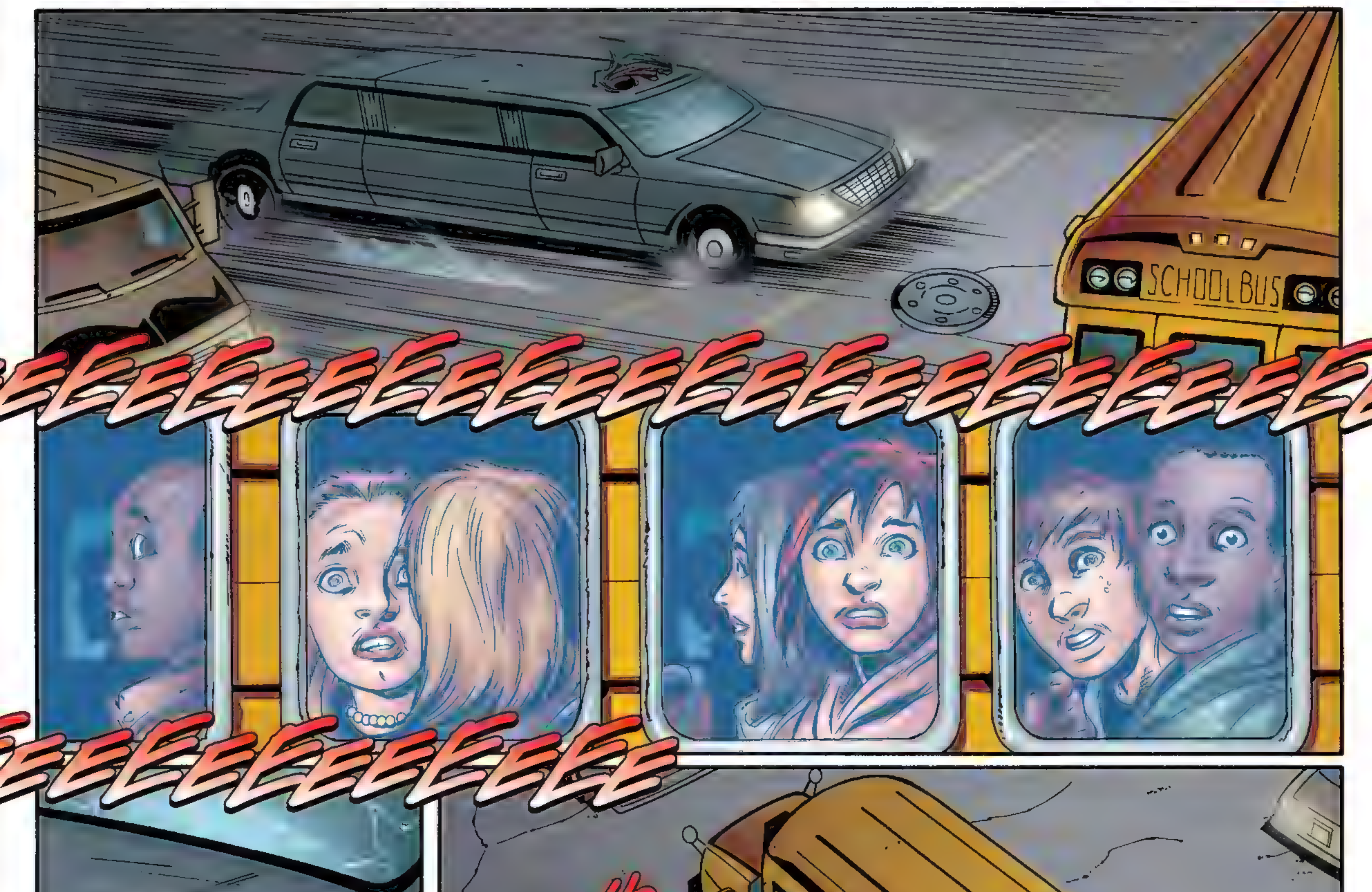
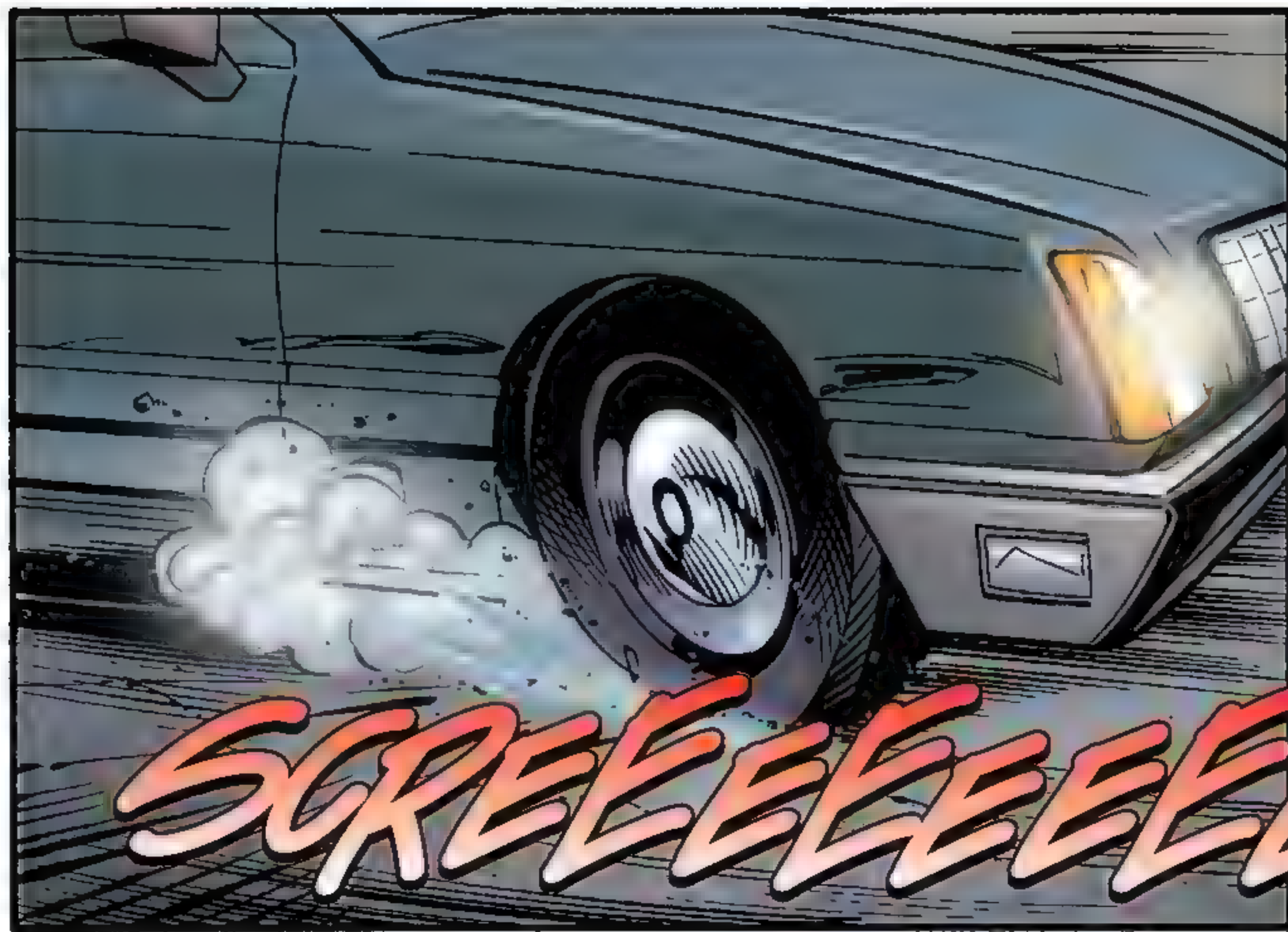
--pop music dies earlier than we hoped.

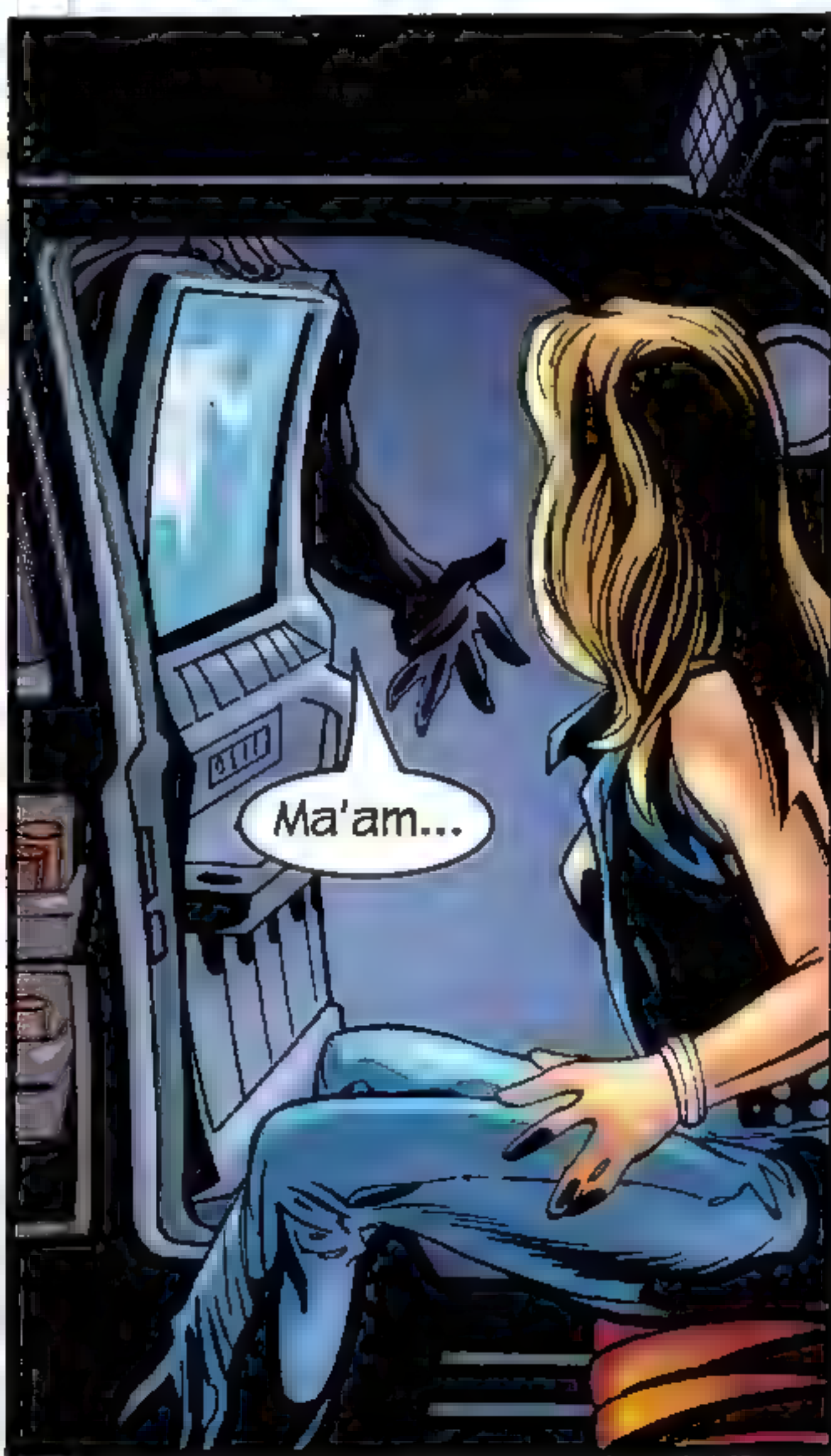
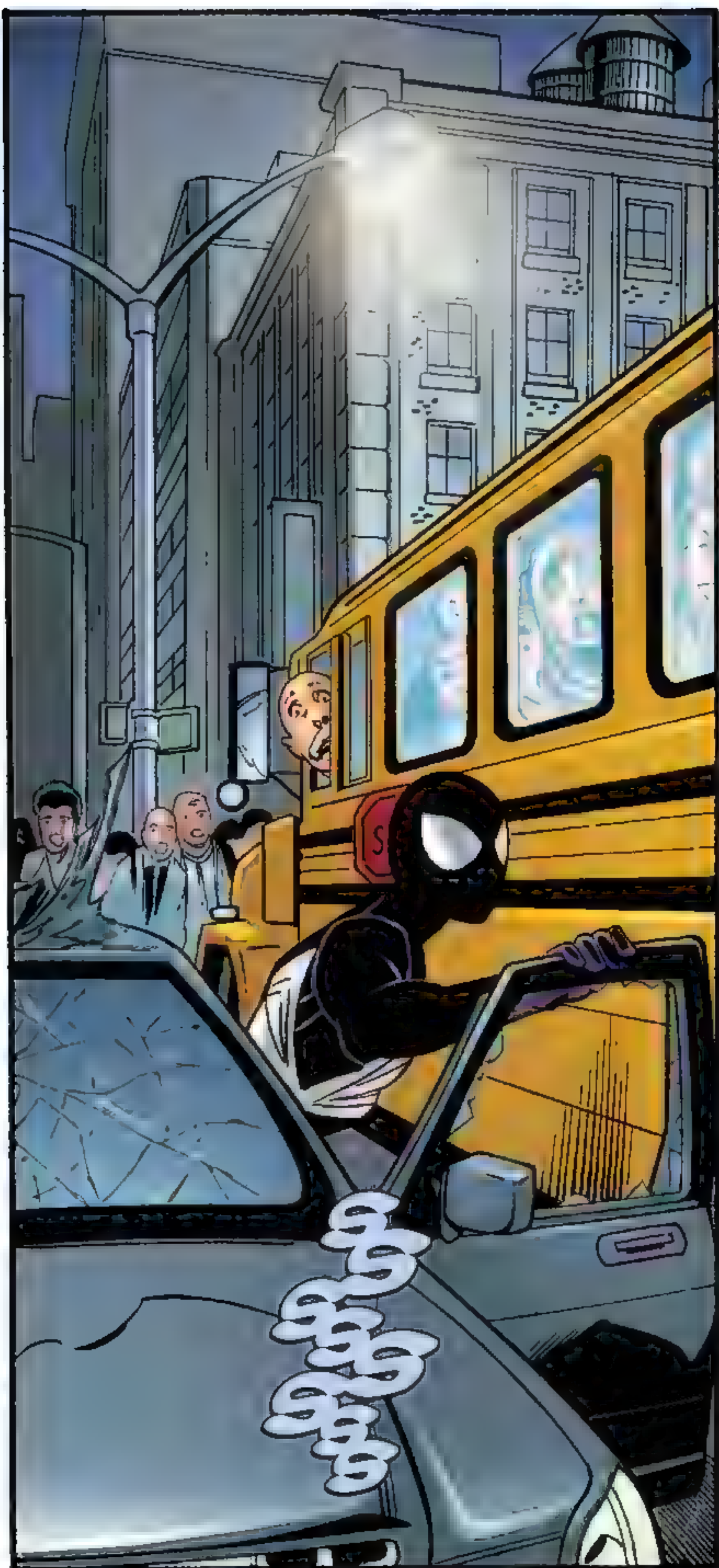


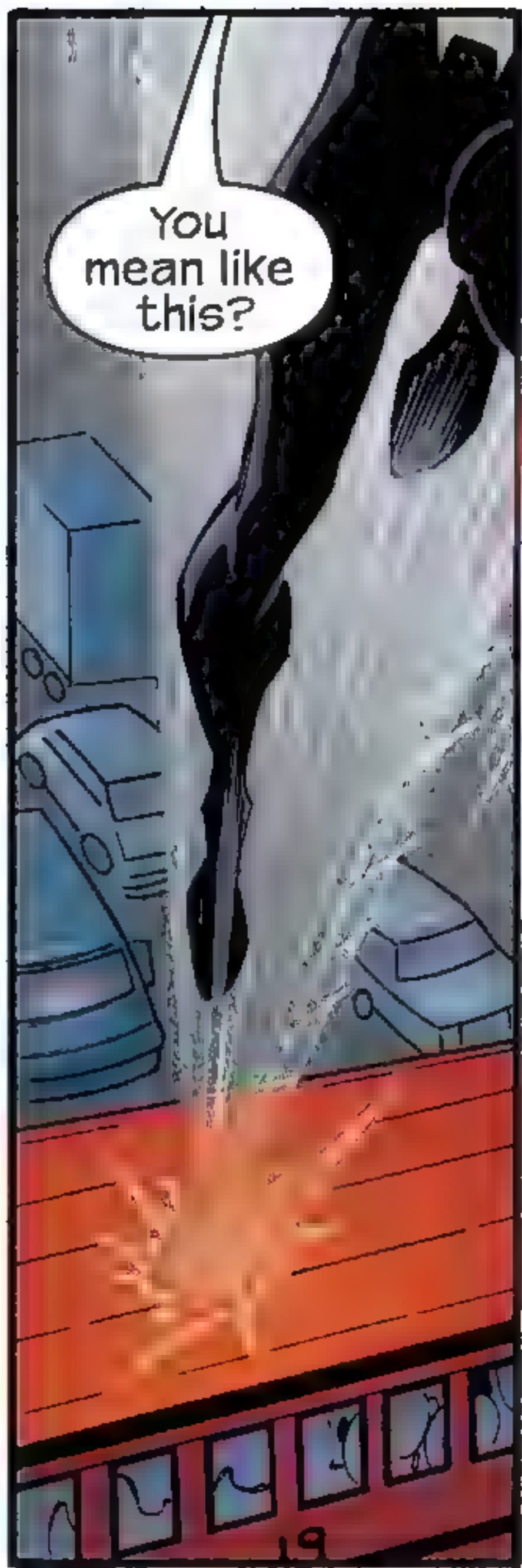




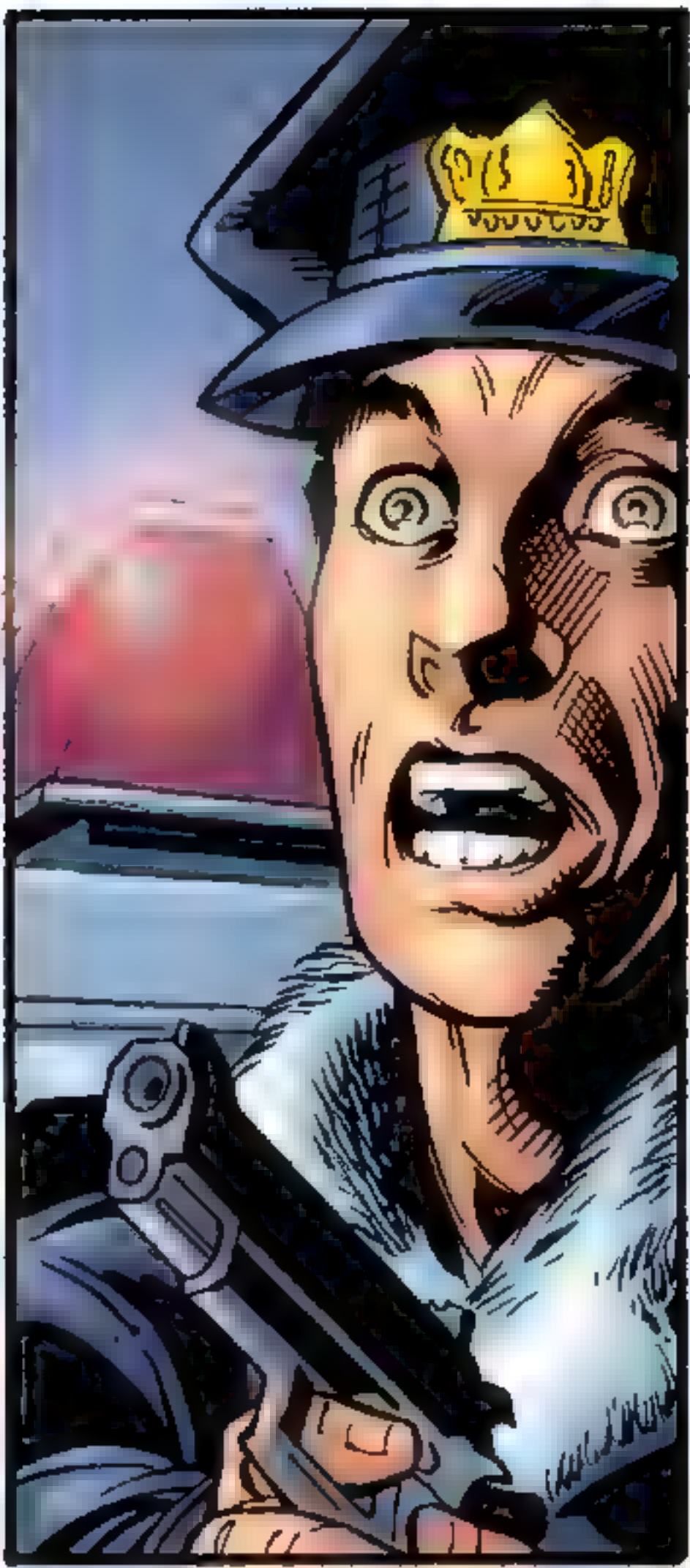








You mean like this?



Well, this is more like it.

This me likey.

This suit, this bio-suit thingy, or whatever it is, my dad invented is-- Oh, my God!

It's amazing.

First I was just thrilled to have it because my old tights kept ripping--

And eventually they would have ripped in a totally inappropriate place... and I would've ended up on the news with my bits and pieces tiled-out like one of those bimbettes on the Howard Stern show.



But now-- now I can take a *bullet*? Holy crap!

I couldn't believe it! I took it!

A bullet!

Plus I'm stronger. I'm faster.

And I don't need web shooters anymore!!

I just-- I just *think* and a web appears.

This-- *this* is too much.



My dad was a genius!! A *genius*!!

I knew it! I *knew* he was! And in this suit-- it's like I can feel him.

I can't-- it's hard to explain but I really feel like he's *with* me.

Do you know how freakin' expensive web fluid was? Oh, my God!

I mean, law of averages said I had to fall bass backwards into a *happy* accident eventually.

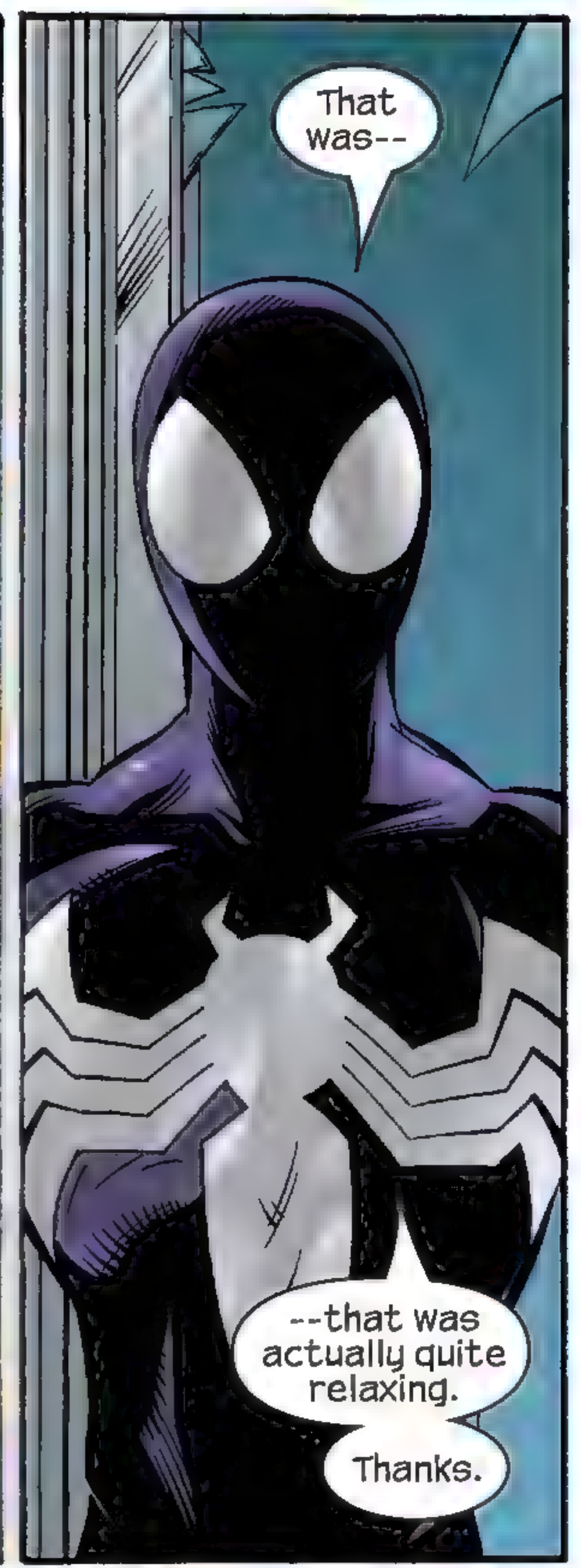
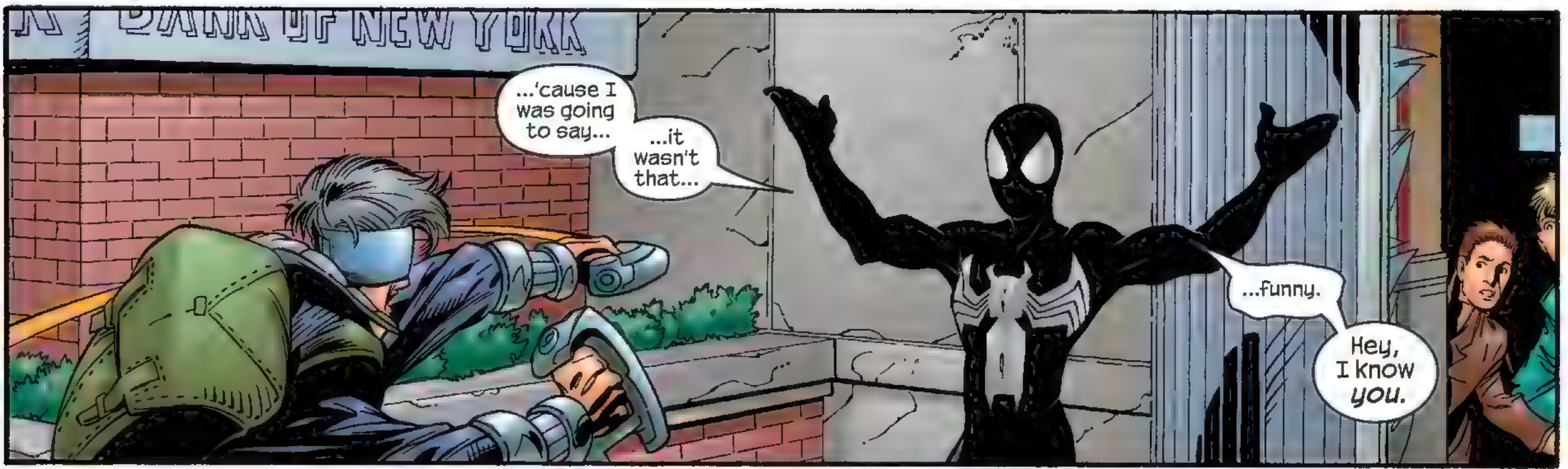
I *know* I should be home testing this against my dad's notes...

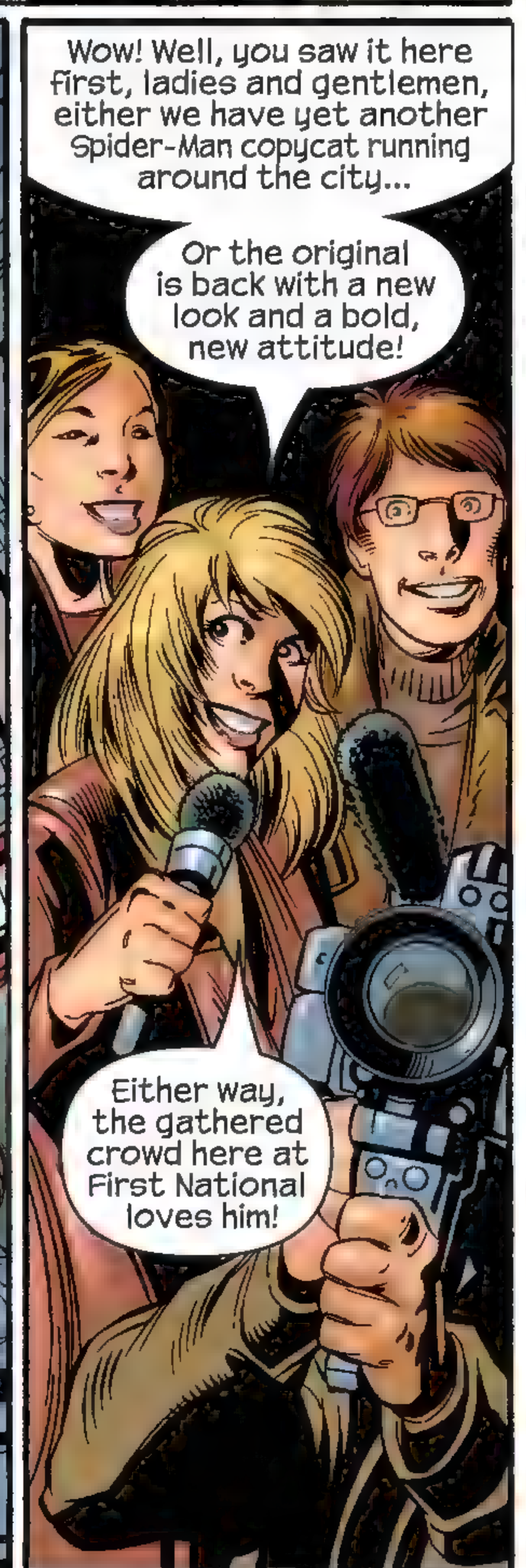
But I just-- I feel too good.

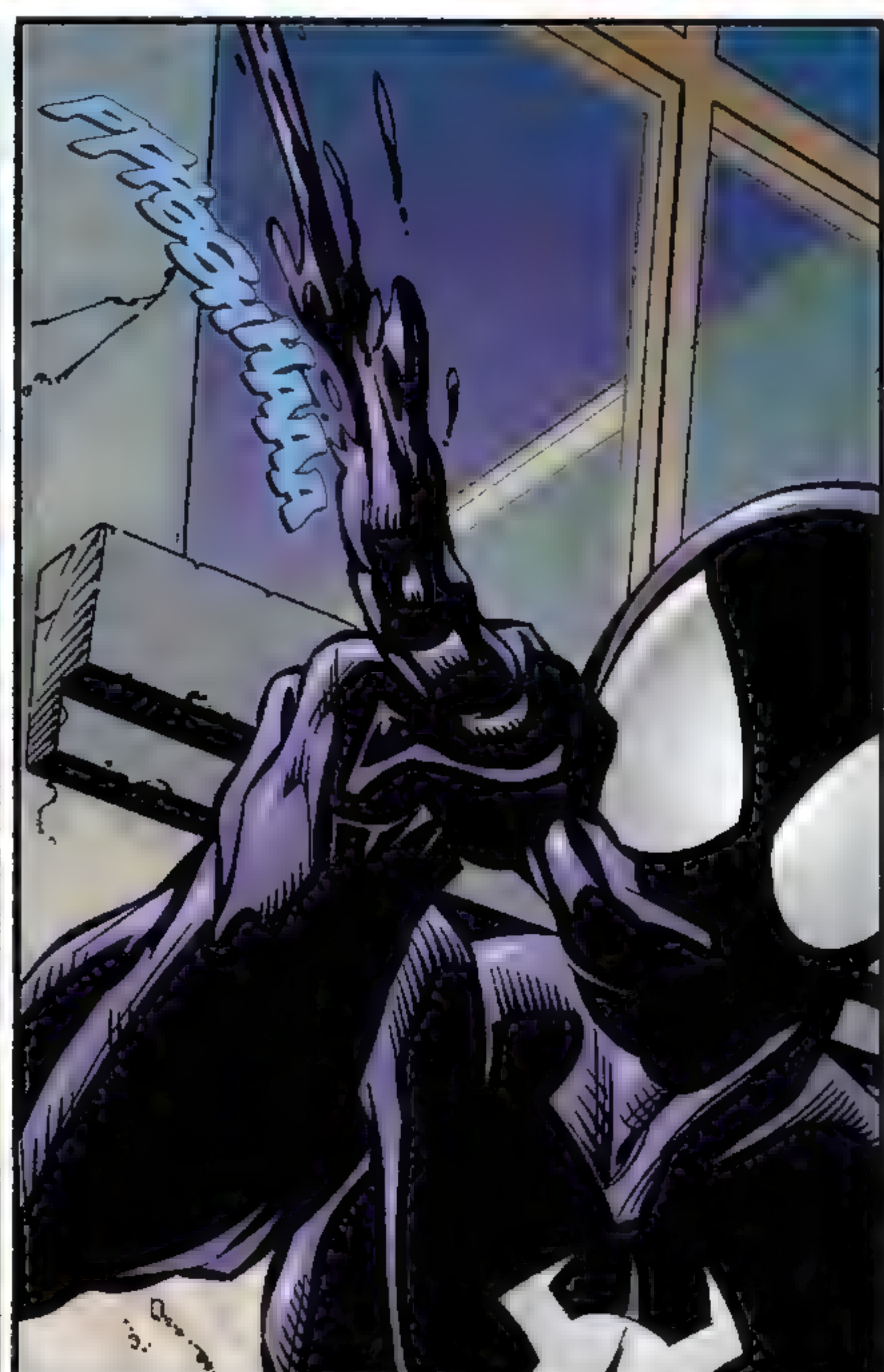
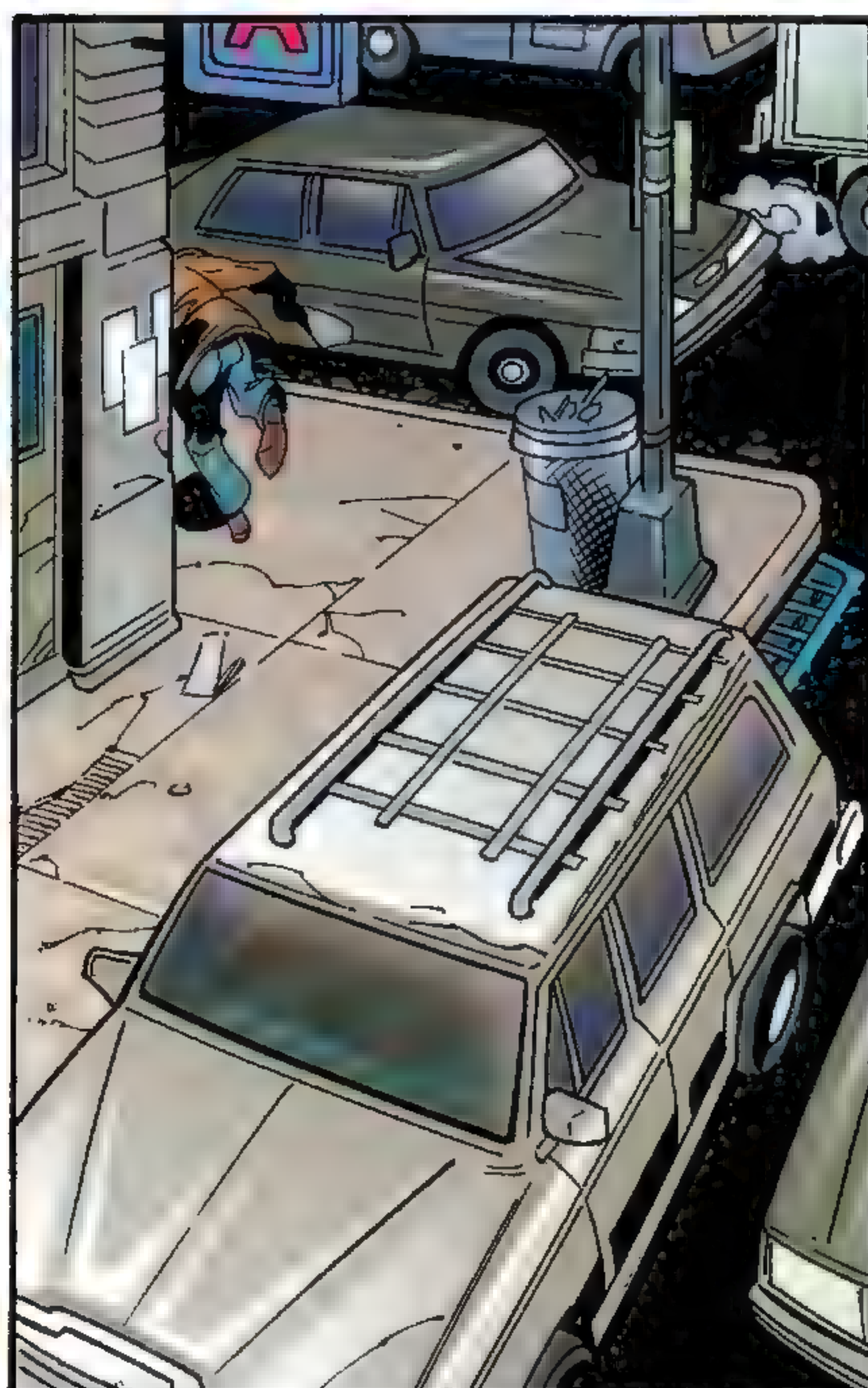
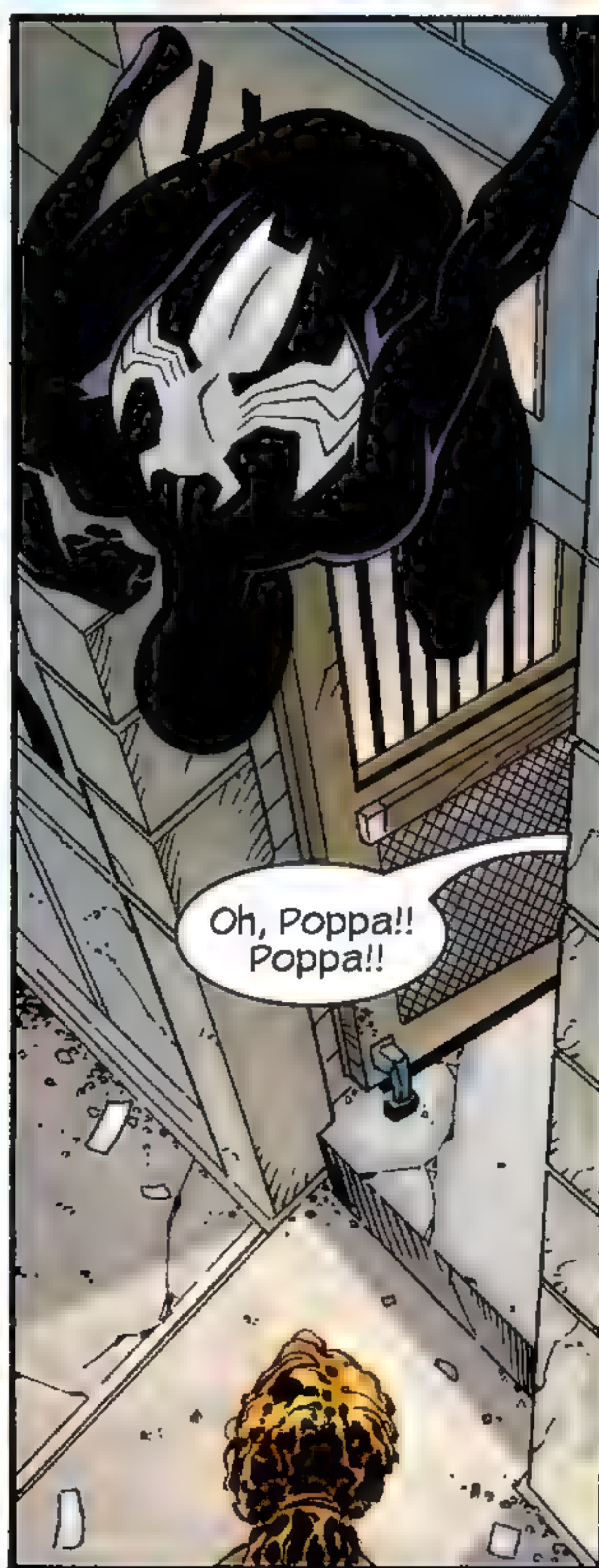
I feel like a million dollars.

What I need is a...









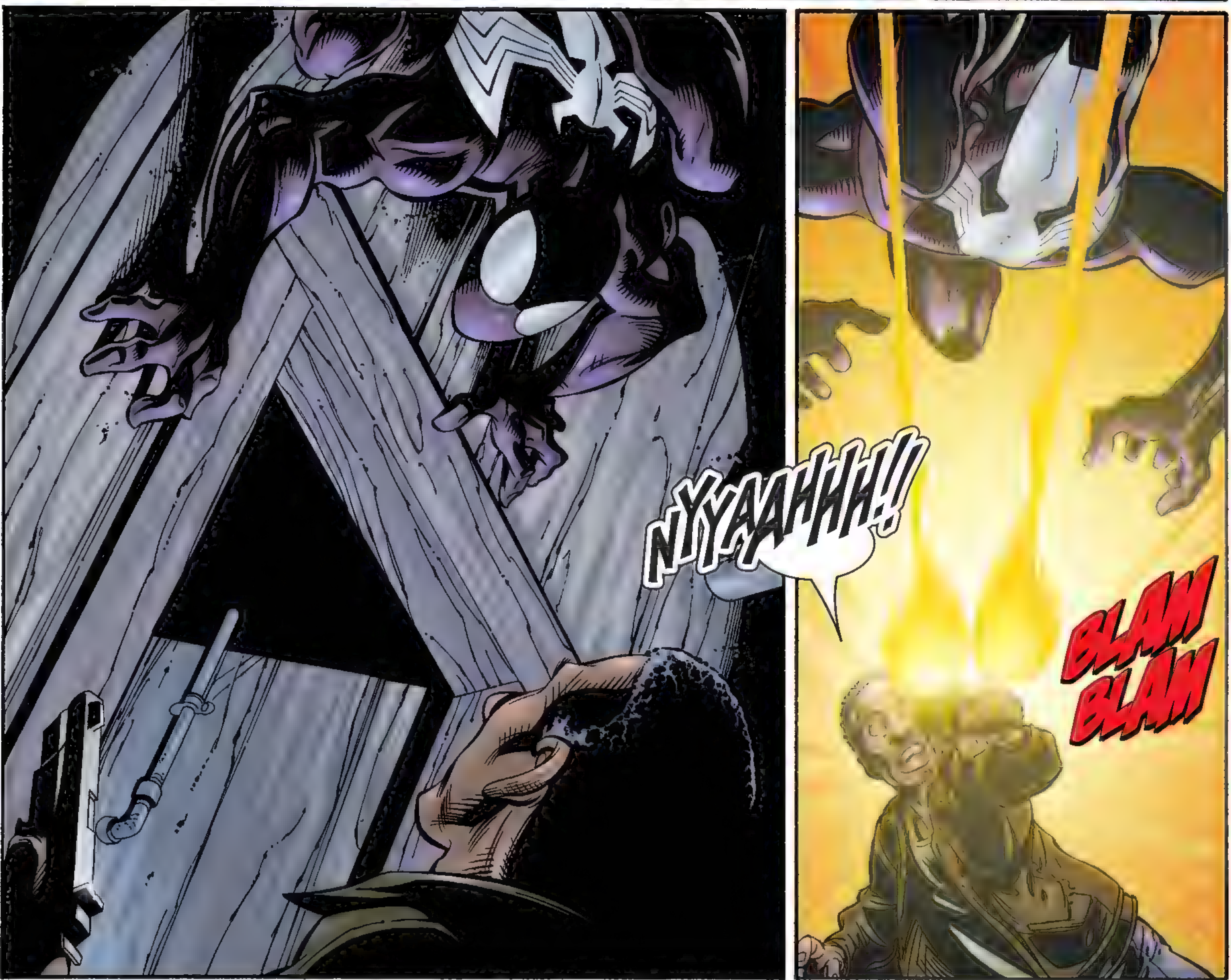


Oh,
man...

...oh,
man....

Oh,
God!!

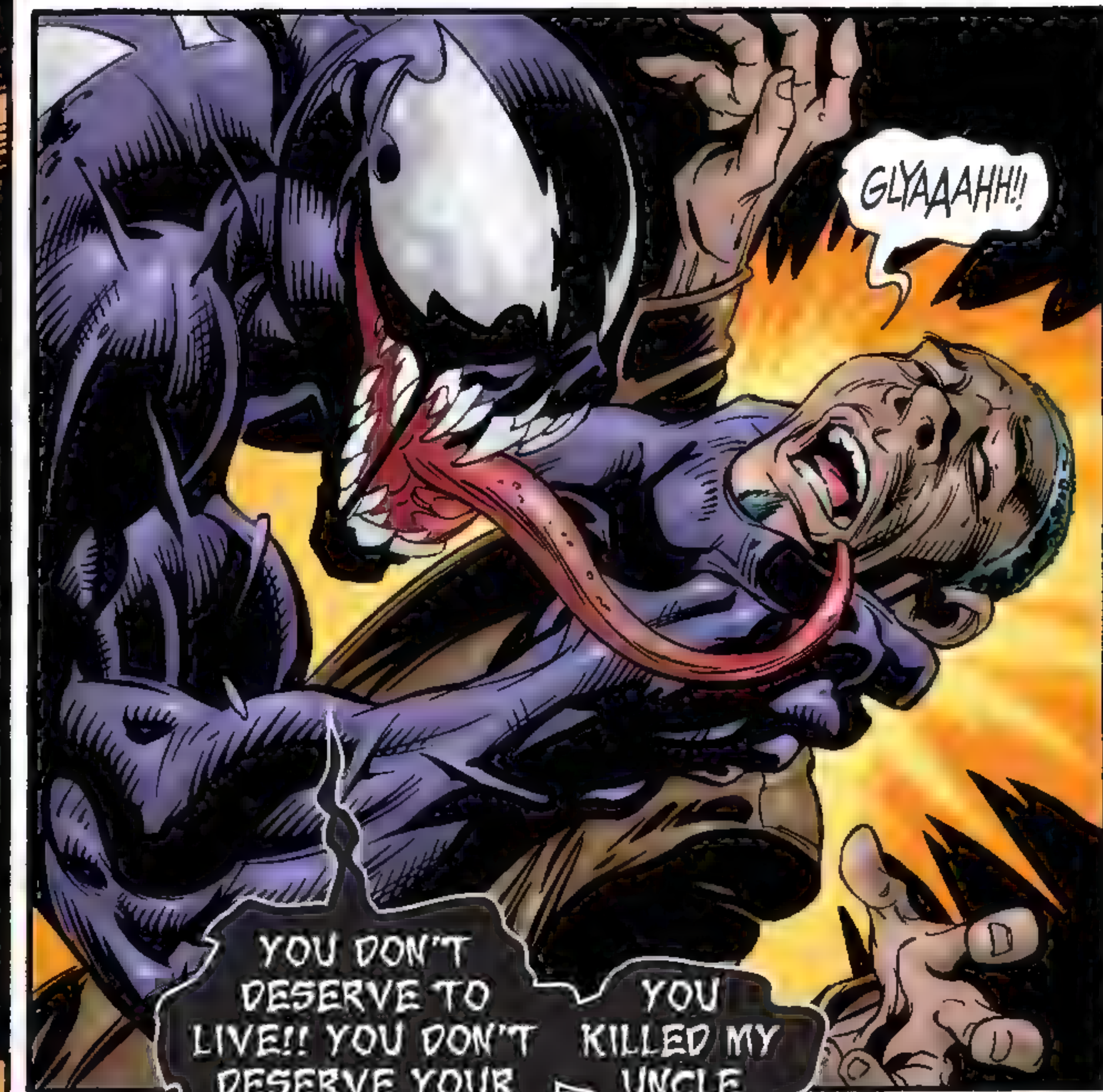
CLANG







AGGHHH!!
AGGH!!



GLYAAHH!!

YOU DON'T
DESERVE TO
LIVE!! YOU DON'T
DESERVE YOUR
LIFE!!

YOU
KILLED MY
UNCLE
BEN!!!



I WANT
TO HEAR YOU
SCREAM!!!



Ggllslls...

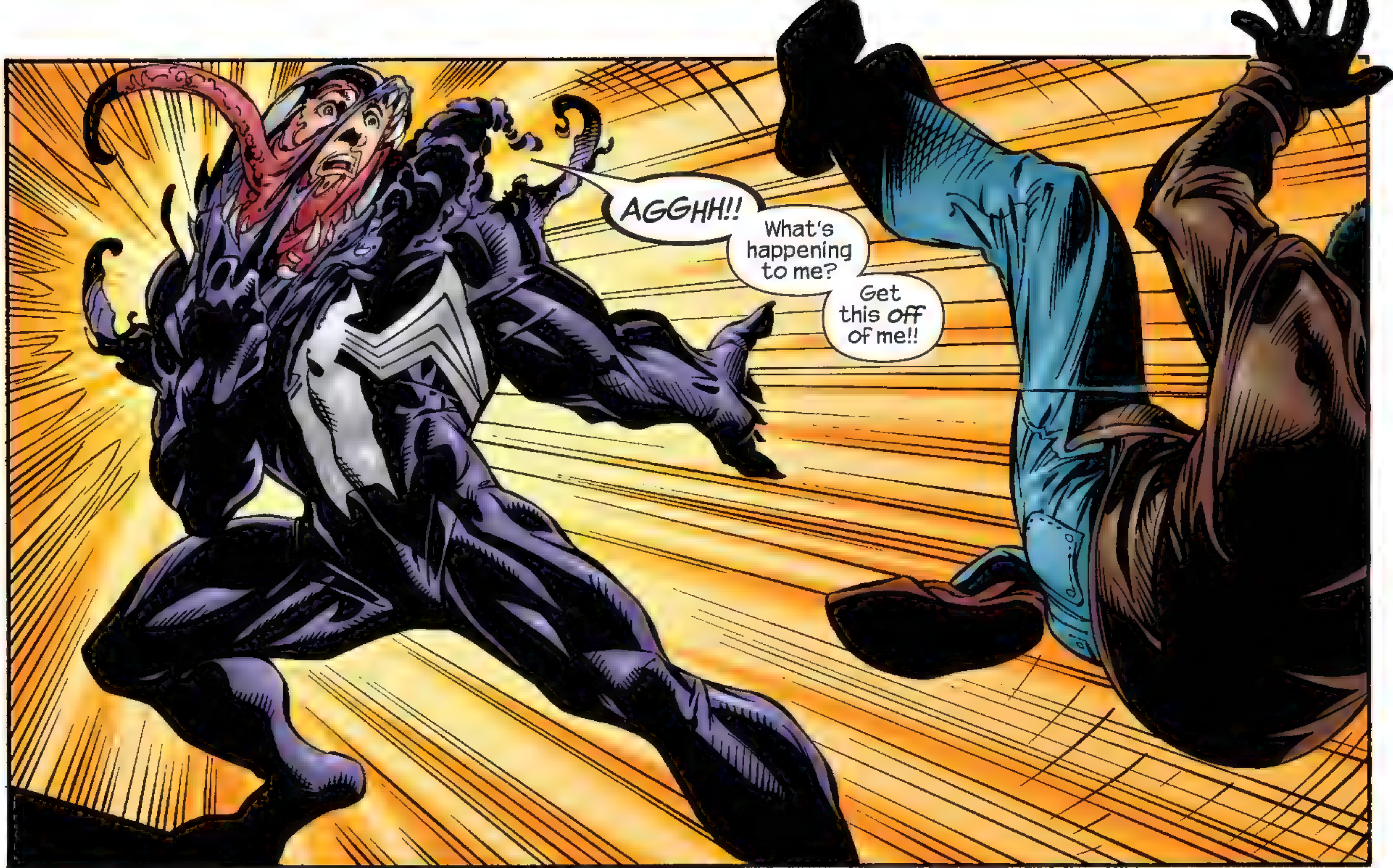


p-please...



I WANT
YOUR BLOOD--

I--



AGGHH!!

What's happening to me?

Get this off of me!!



NO!!

No-- Stop it!!

Get it off!



Oh, my God!

Wh-- What have I done?!!



I can't control myself. I almost killed that guy. Agh!

This-- this thing is trying to-- it's all over me.

What is-- I gotta get it off of me!!



My head--

Uncle Ben-- I don't-- I can't control this--

Somebody...



Can't get it off. I can't stop this.

Won't let go of me. Can't--

Dad!!

I should never have come near it-- I should never have touched it.

Get it off me!! Off me!!

It's feeding on me. It's eating me alive.

What have I done?

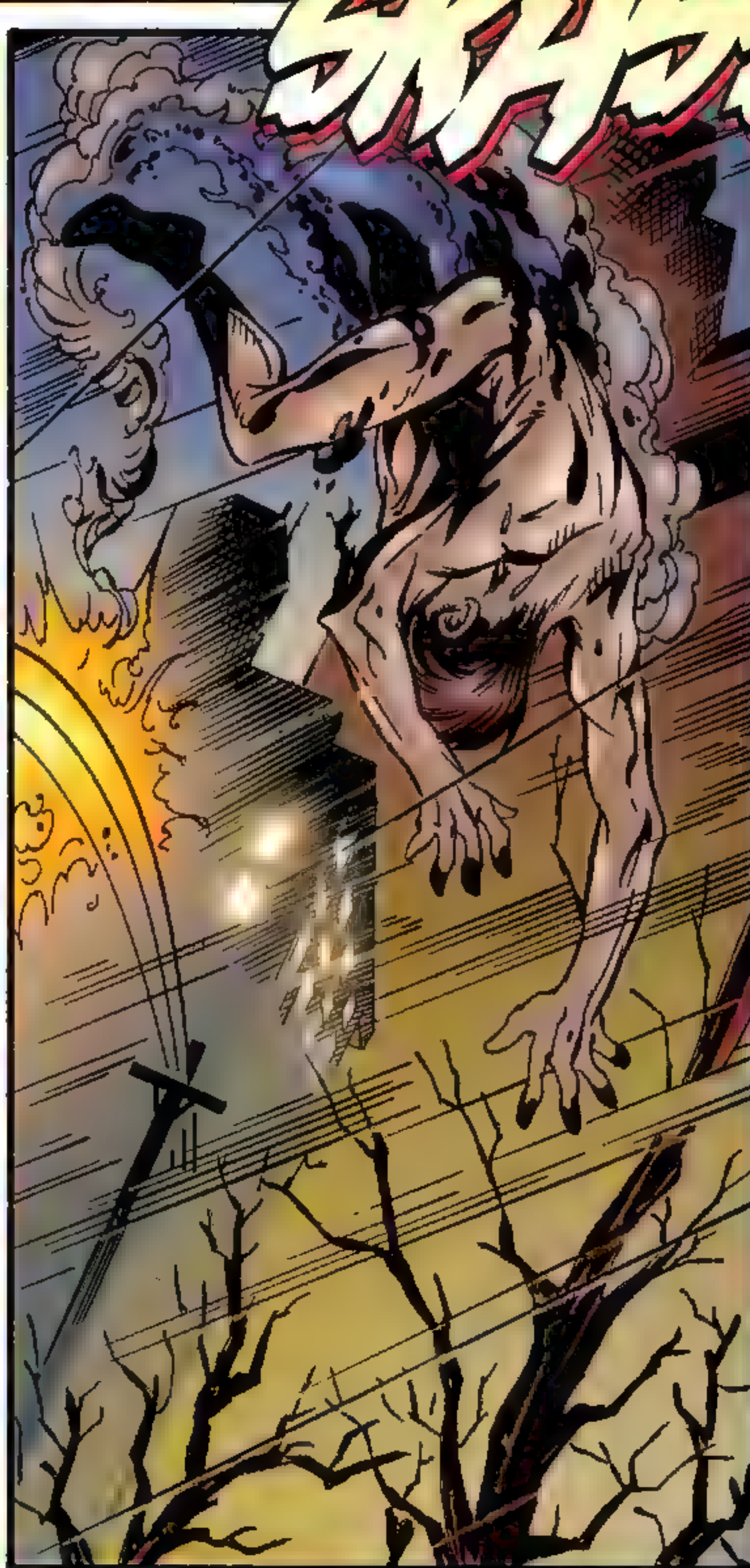
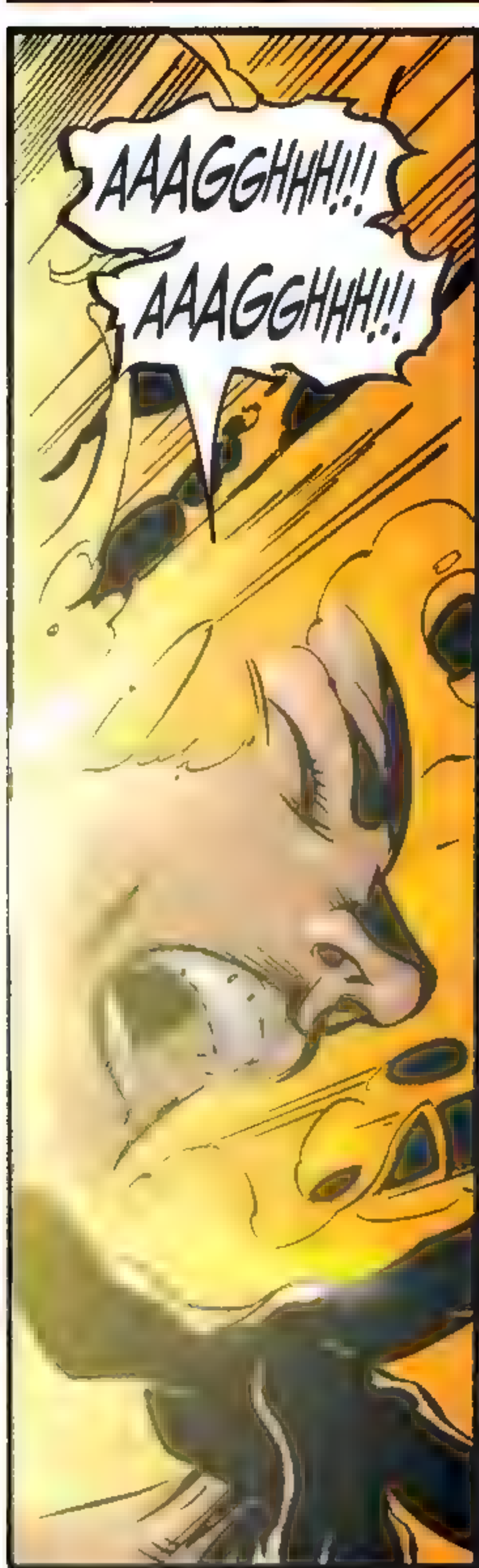
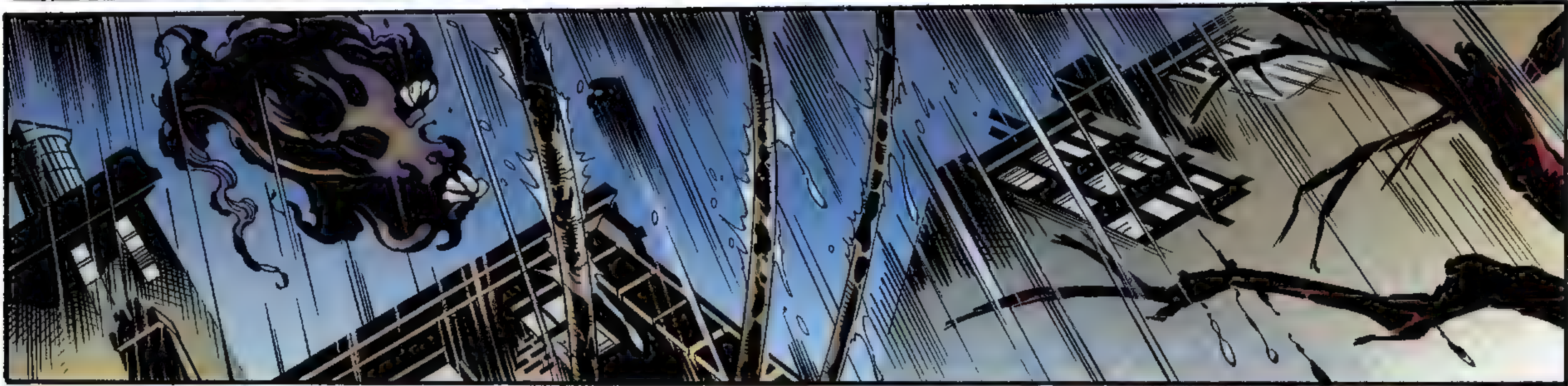
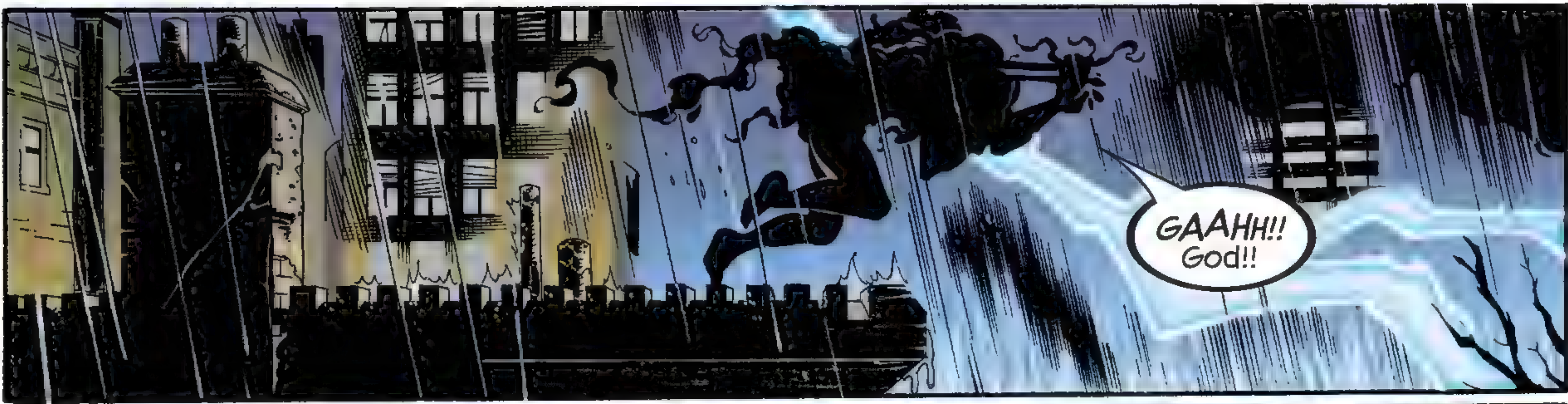
Father!

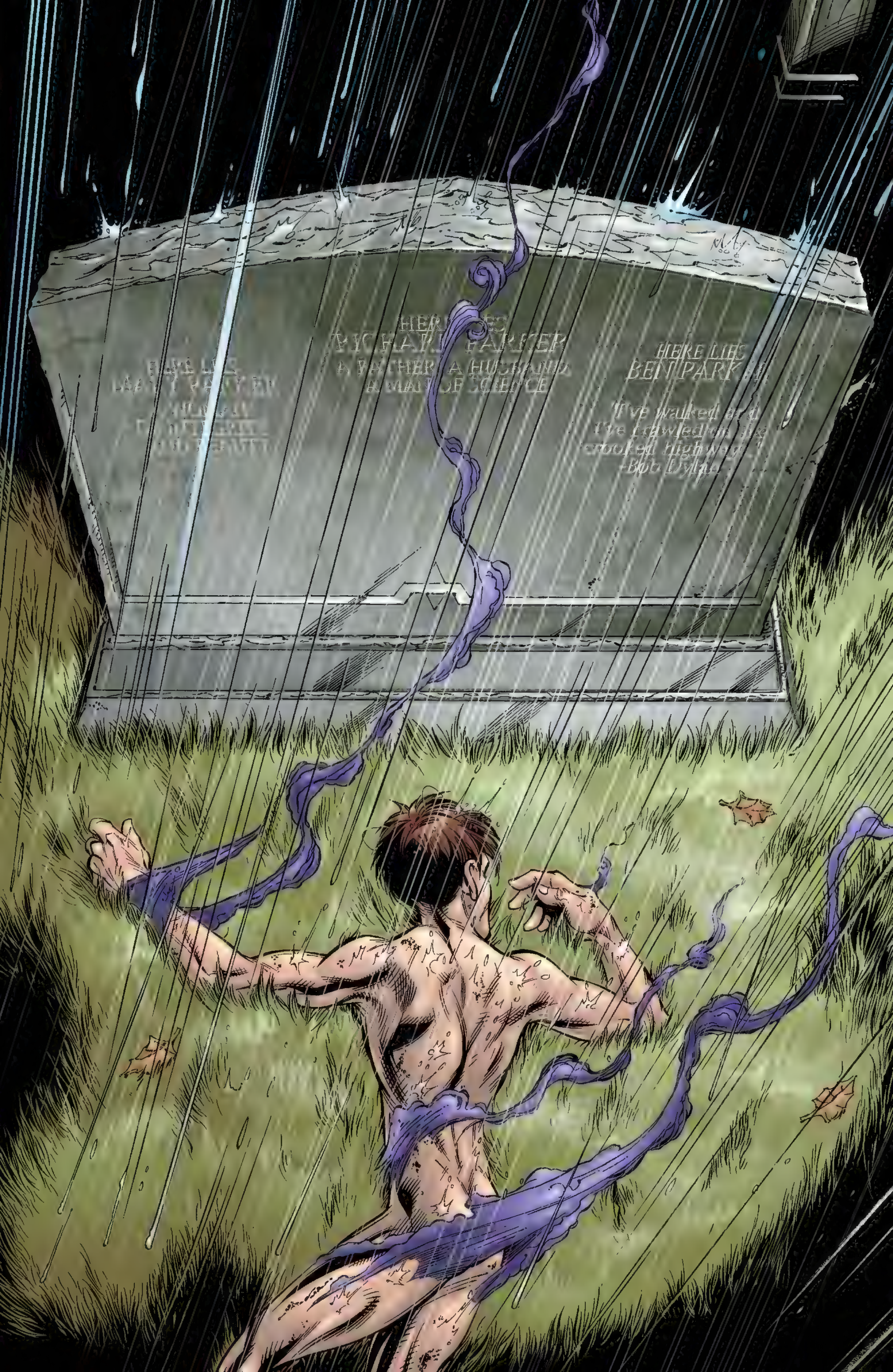
Going to kill me!

Off me!!

Off me!!

Off me!!






HERE LIES
MICHAEL PARKER
A FATHER A HUSBAND
A MAN OF SCIENCE

HERE LIES
BEN PARKER

I've walked and
I've crawled on the
crooked highway
-Bob Dylan-

ISSUE
36

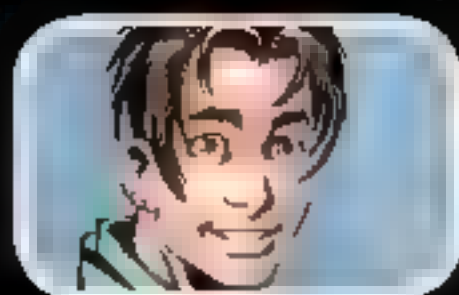
TODAY



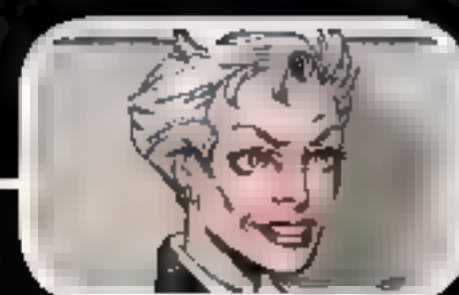
ULTIMATE SPIDER-MAN[®]

BENDIS
BAGLEY
THIBERT

MARVEL[®]



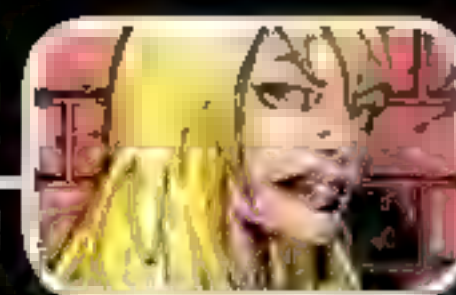
Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

T O D A Y

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter visits college student Eddie Brock, a childhood friend and the son of his father's scientific colleague. Eddie shows Peter an experiment that their fathers were working on right before their deaths: a black liquid that can transform into a protoplasmic bodysuit, curing any illness and enhancing the wearer's strength and abilities.

Vowing to complete his father's work and find a way to use the suit to cure cancer, Peter secretly removes a sample of the murky liquid from Eddie's college laboratory. But when he gets a drop on his skin, he is encased in a living black costume that expands his powers and renders him nearly unstoppable!

At first, Peter is intoxicated by his new powers, which make him an unbeatable crime-fighter. But the suit brings out a darker side of Peter, and he stops himself just in time before killing a burglar! He manages to fight free of the suit's influence, but has he done it soon enough?



S t a n l e e p r e s e n t s :

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital
colors

Chris Eliopoulos
letters

Stephanie Moore
assistant editor

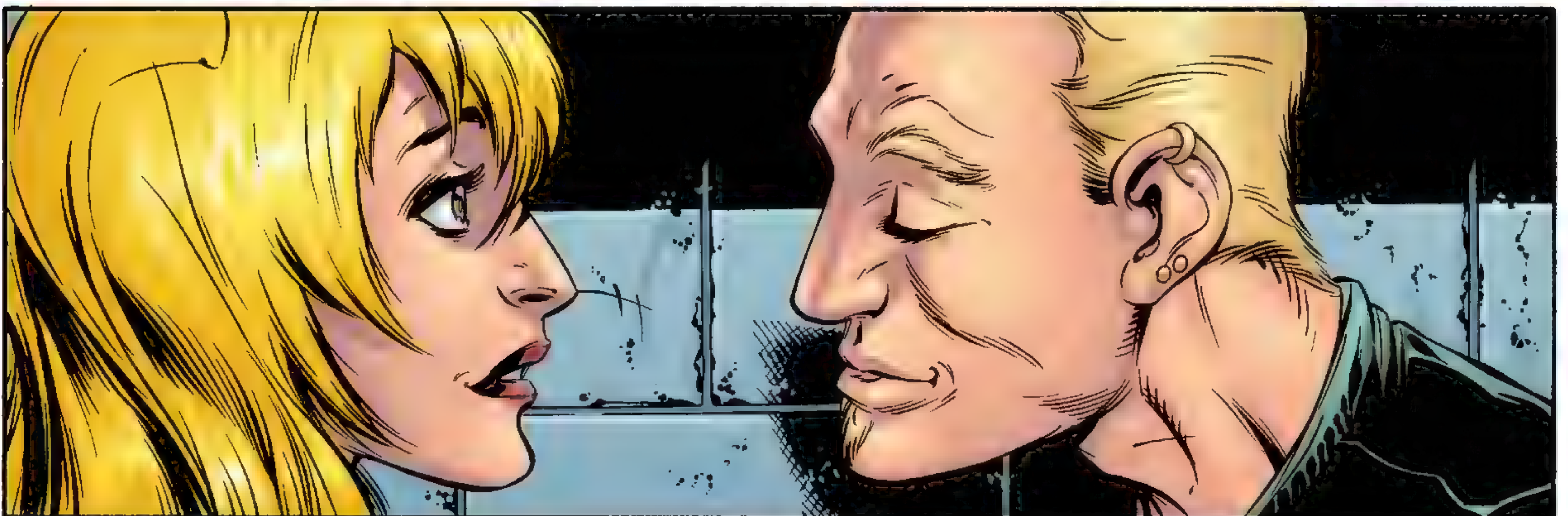
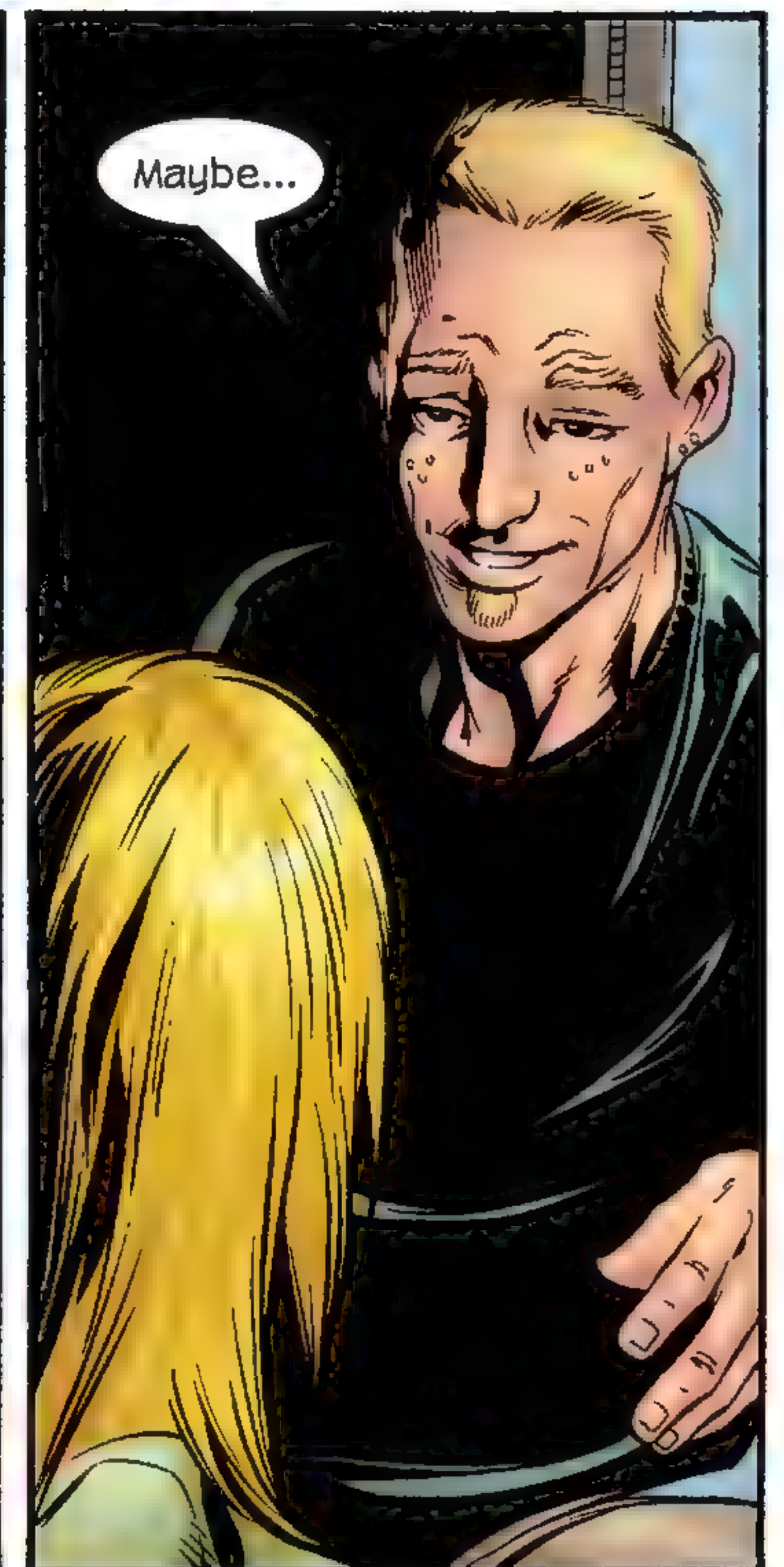
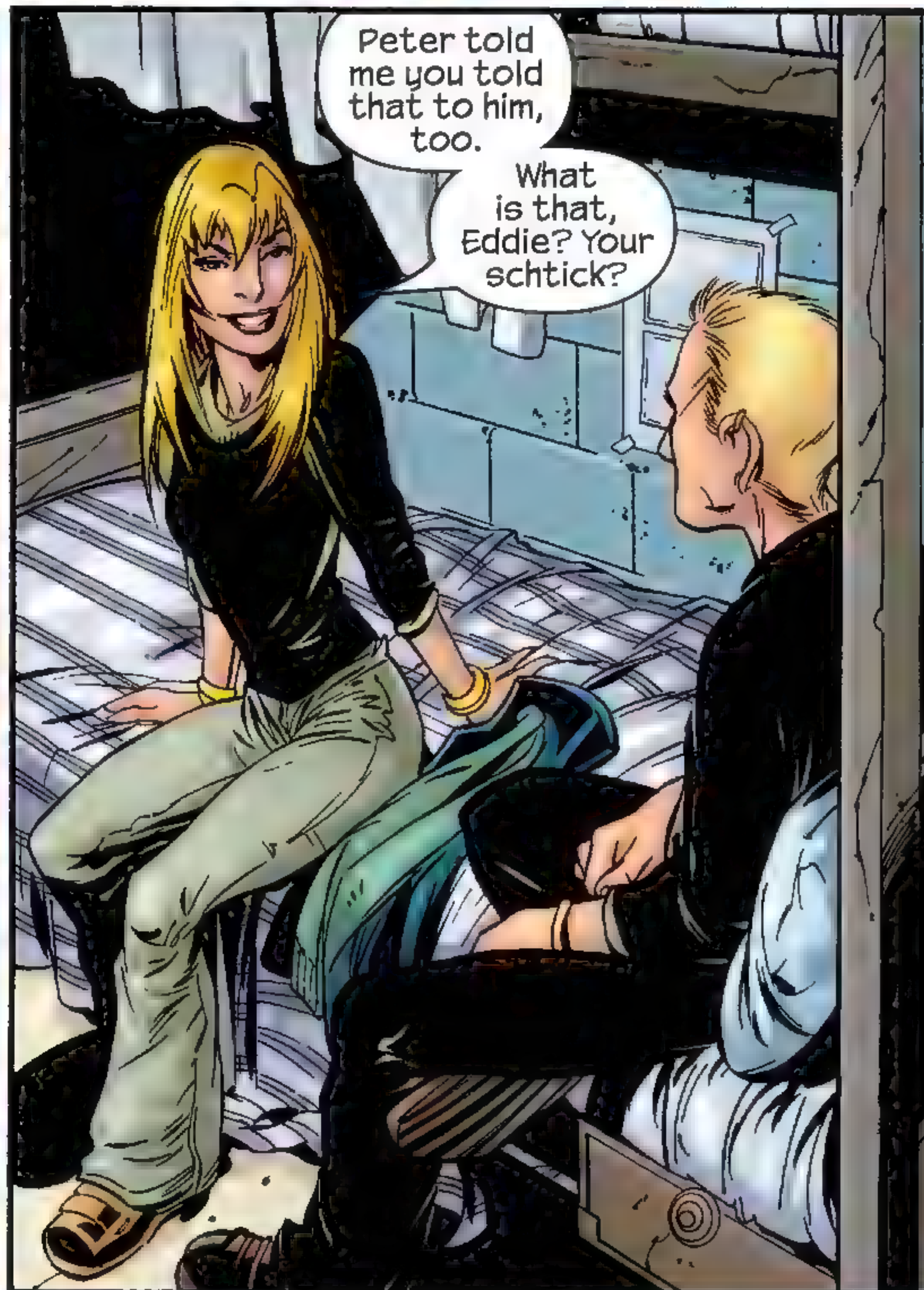
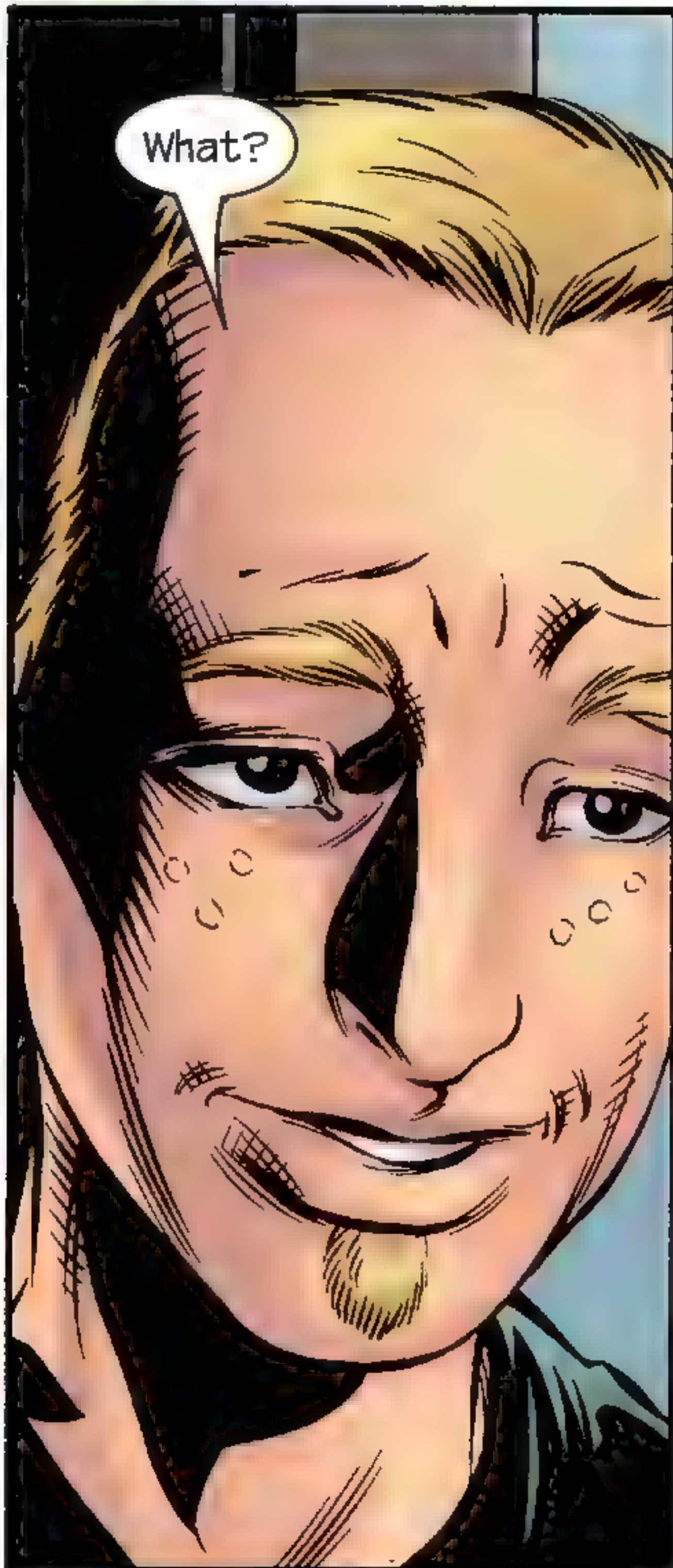
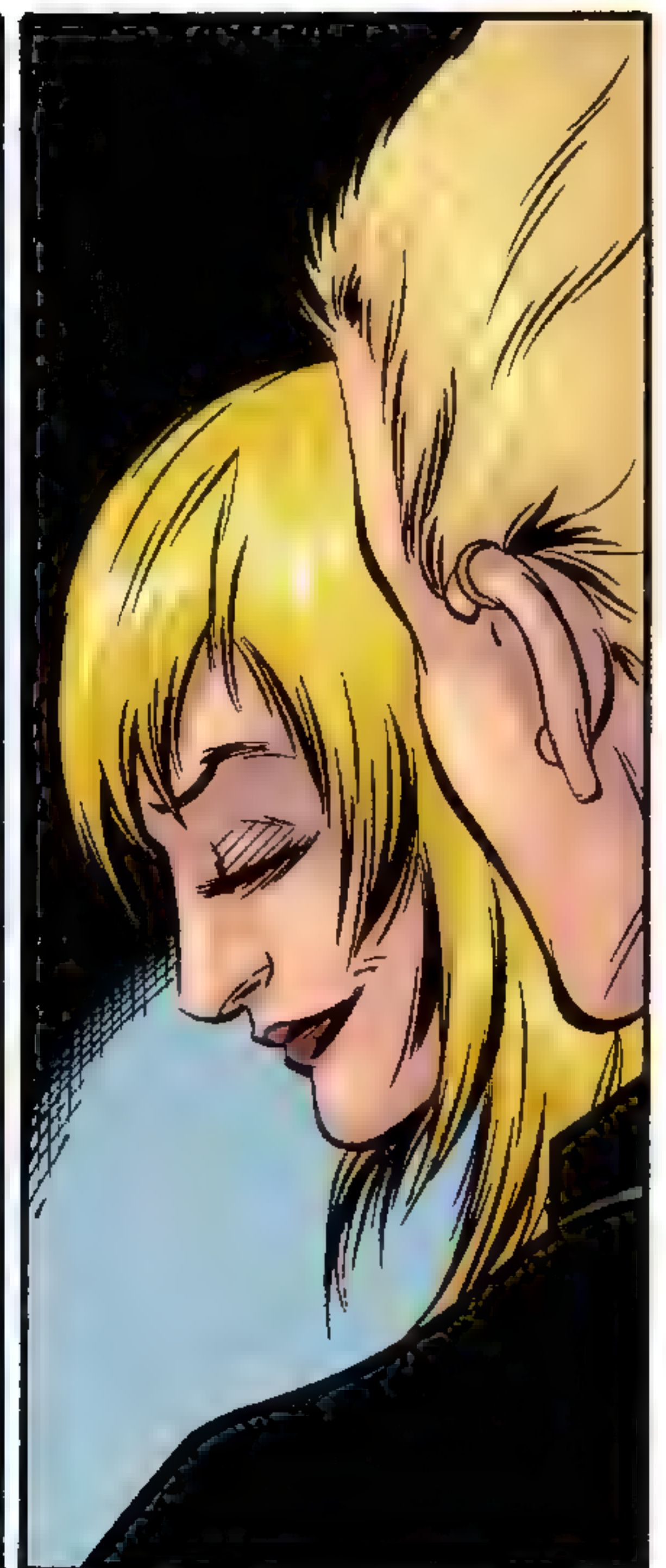
C.B. Cebulski
associate editor

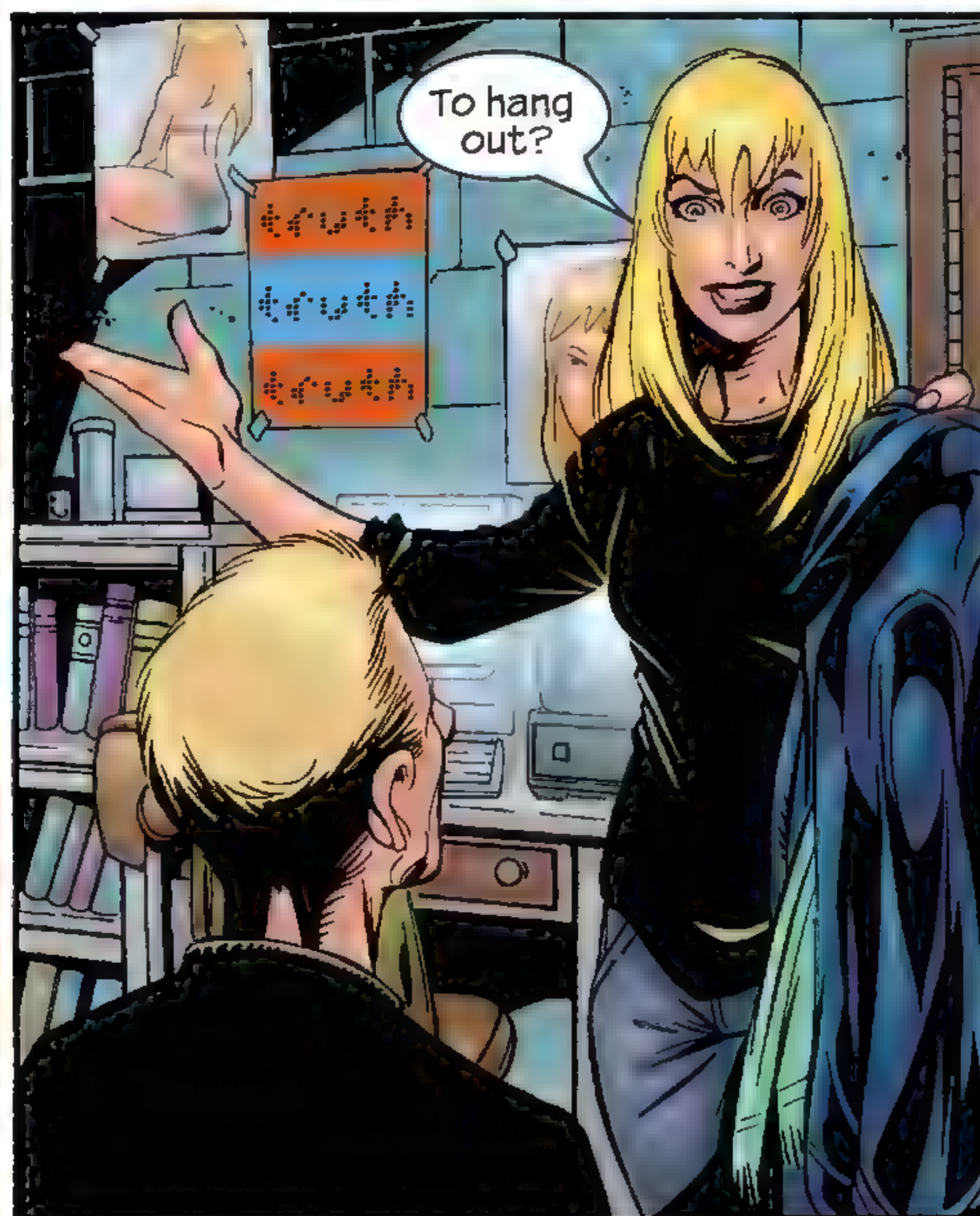
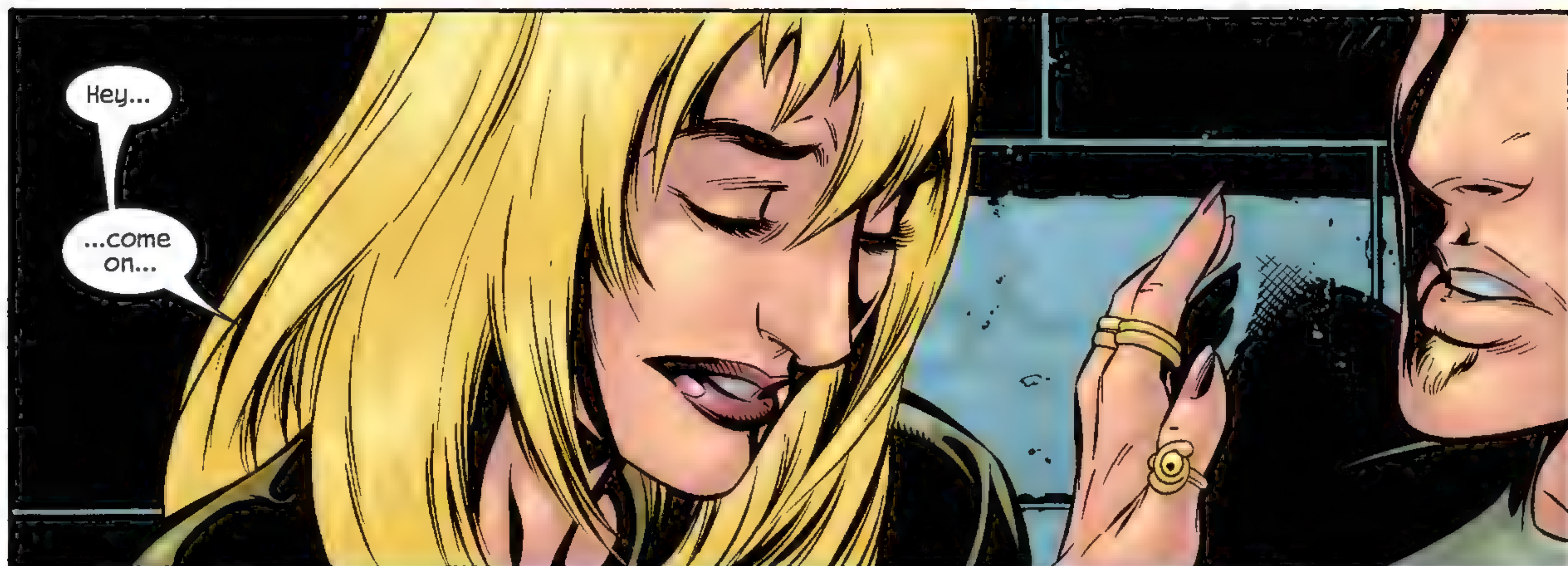
Brian Smith
associate editor

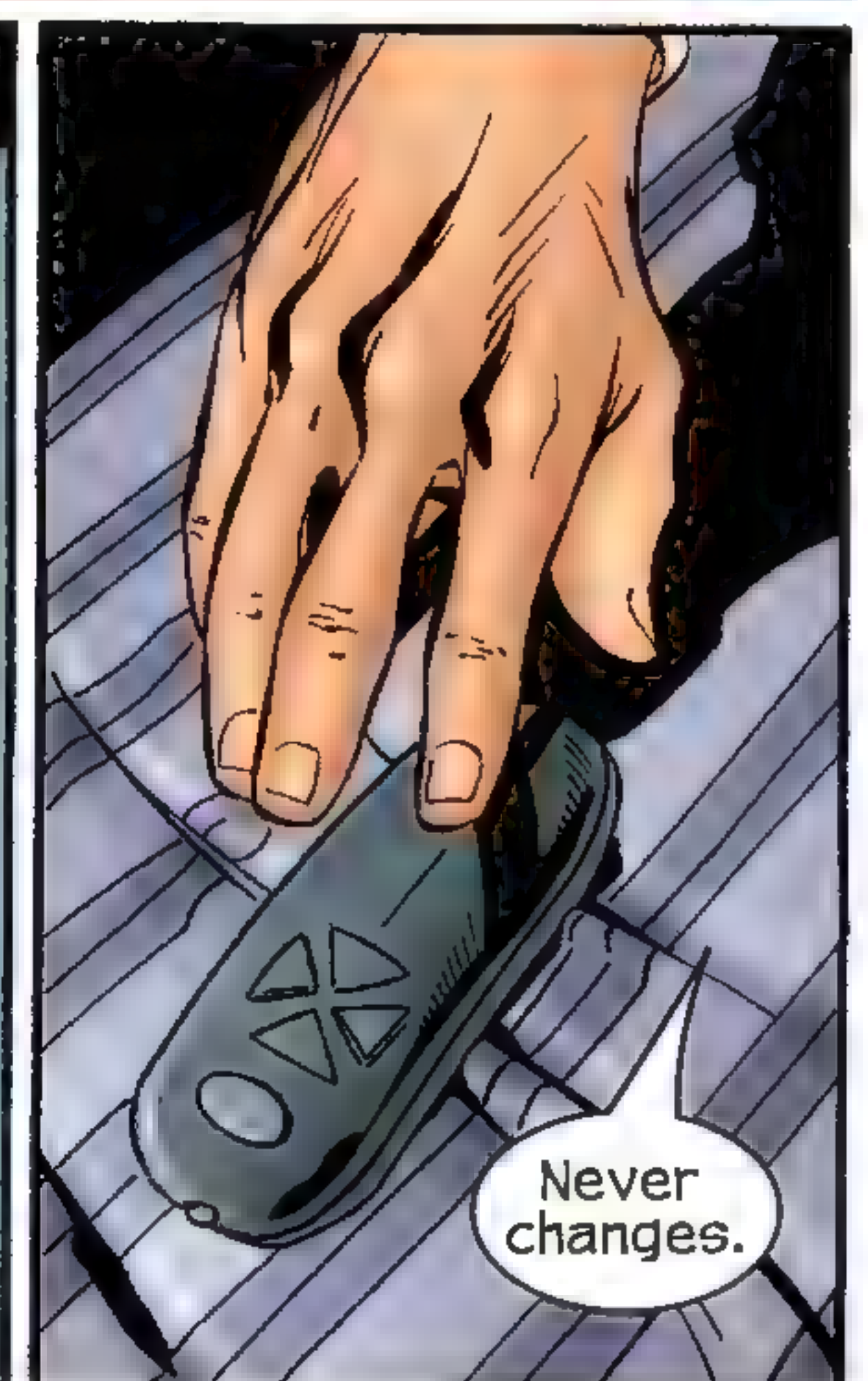
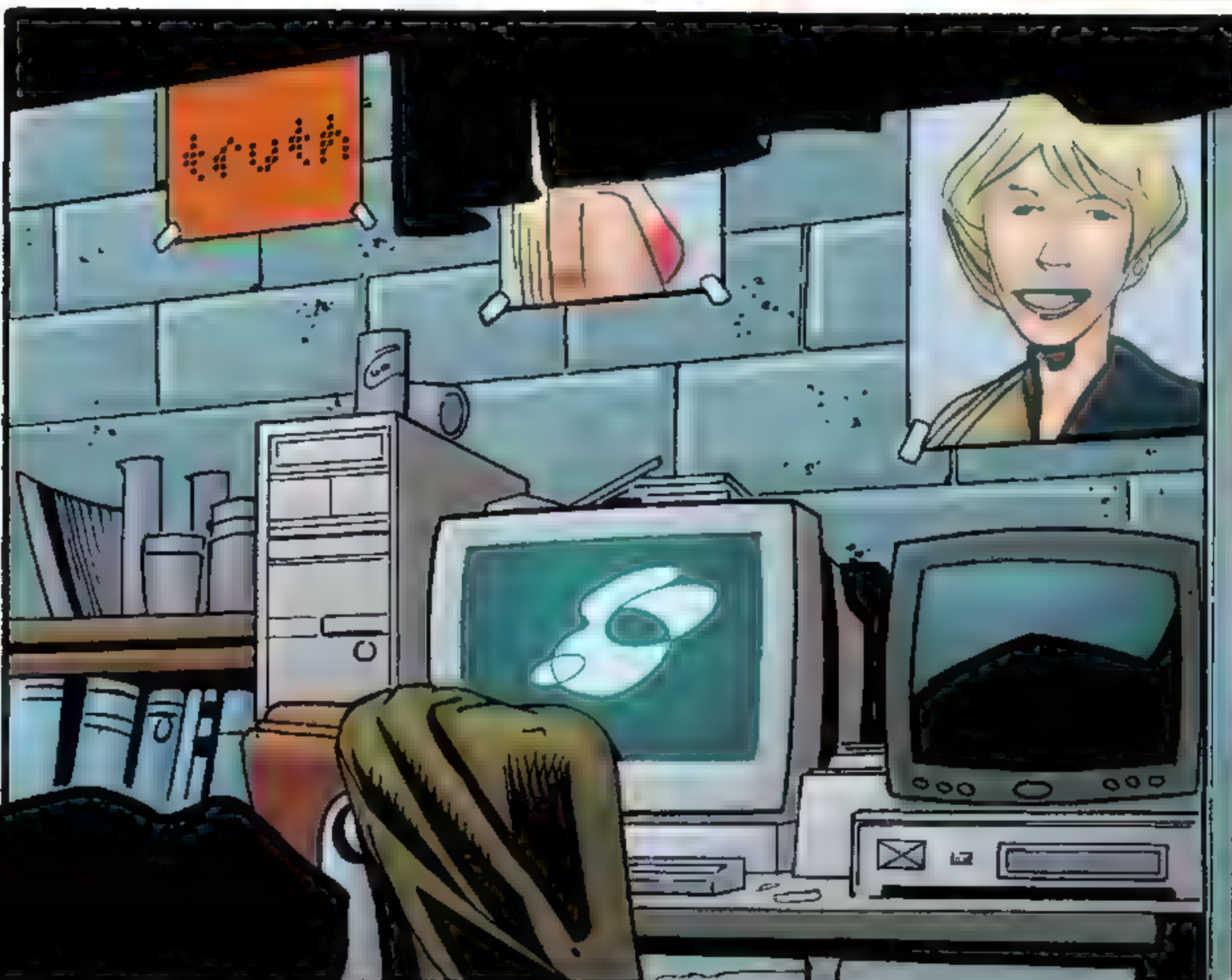
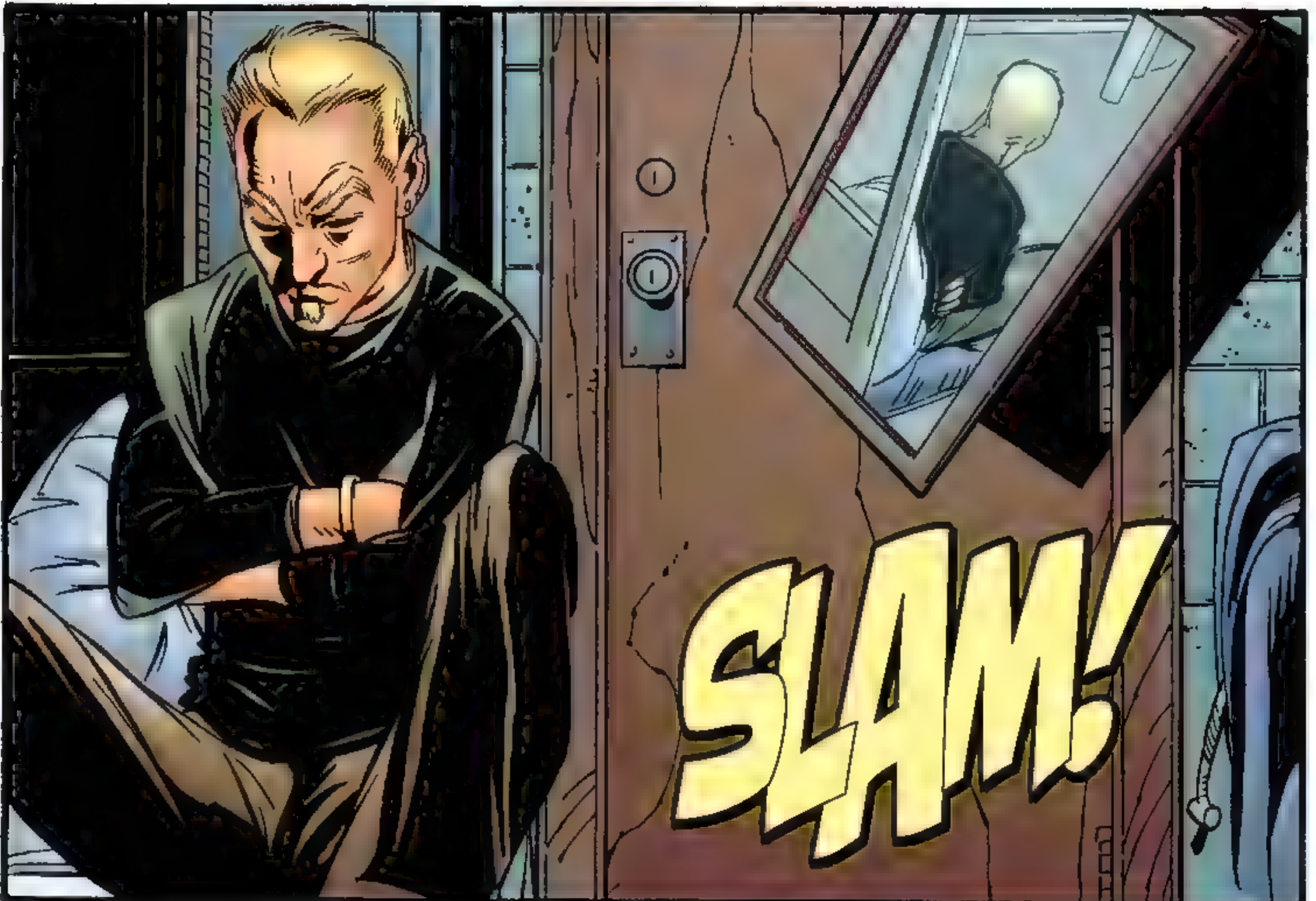
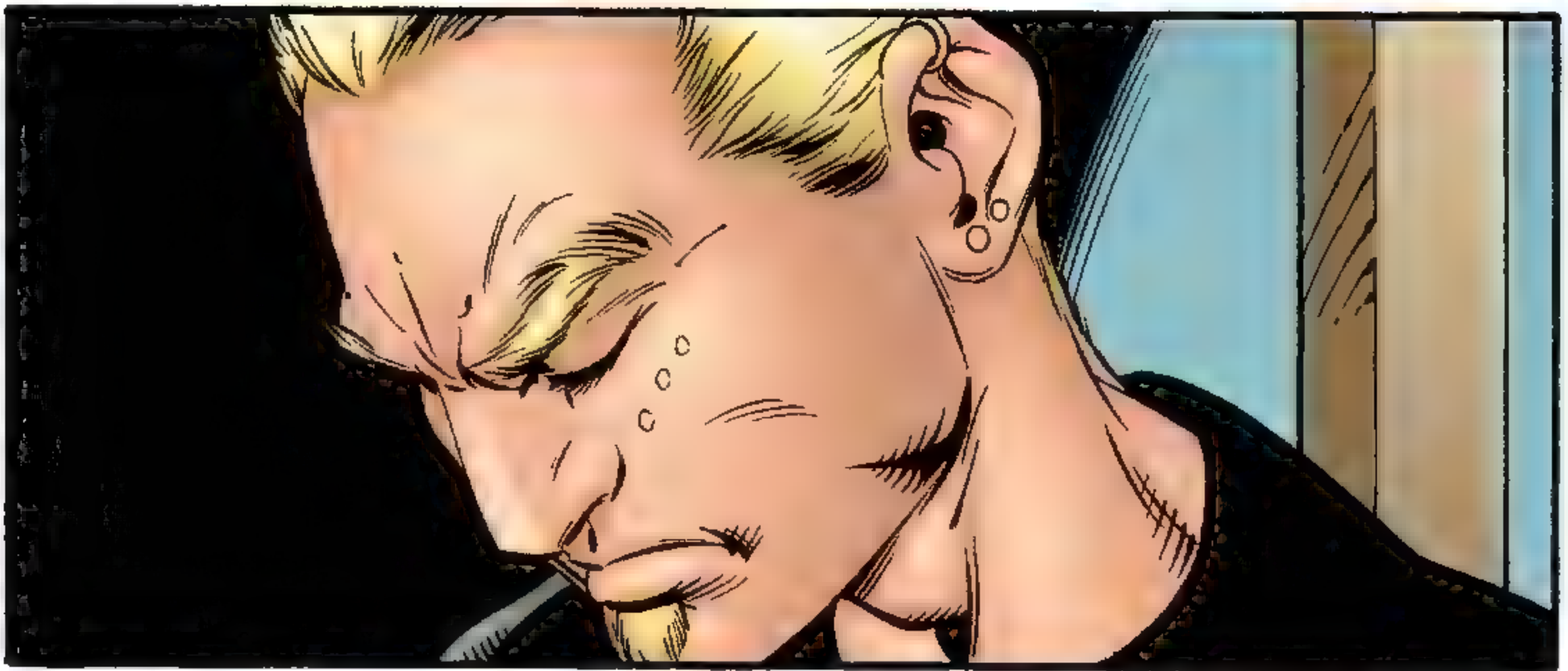
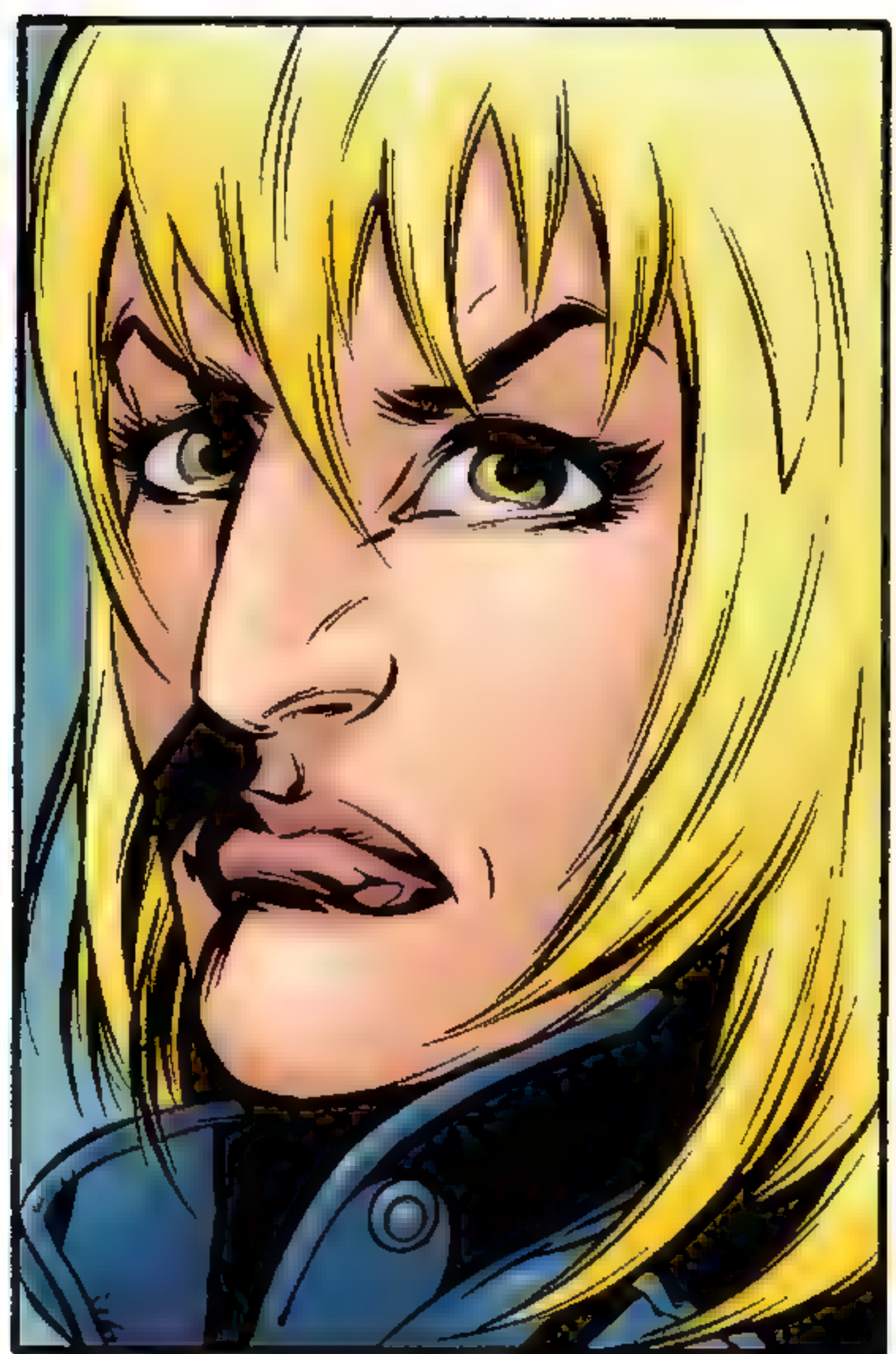
Ralph Macchio
editor

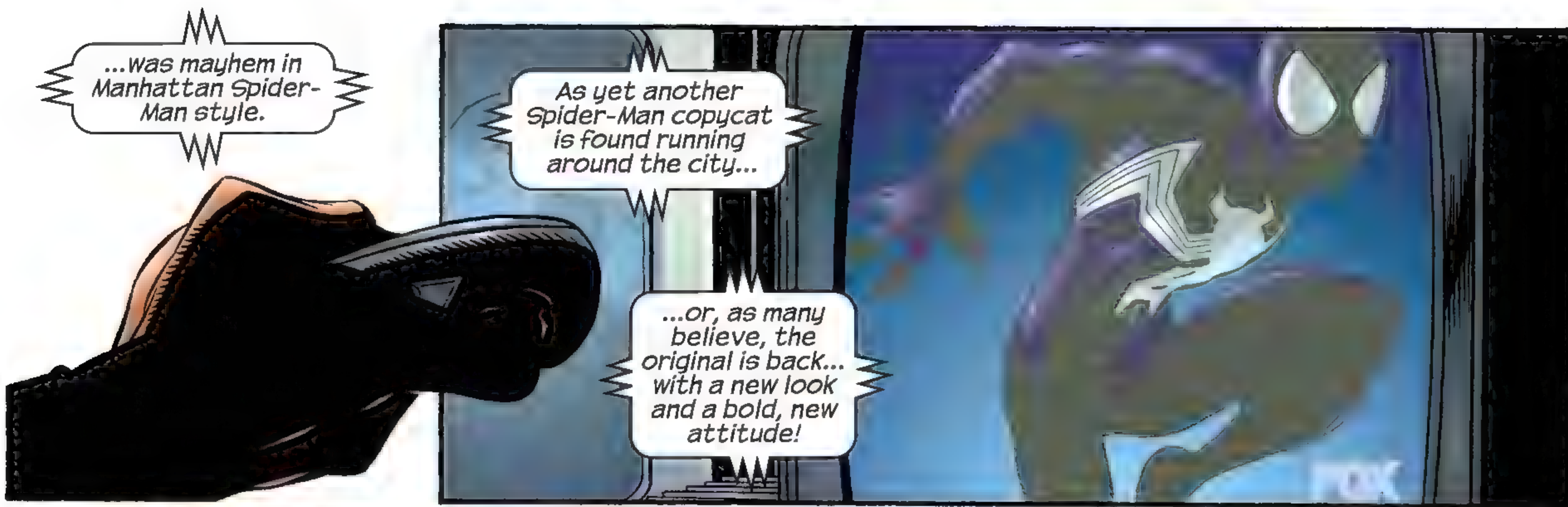
Joe Quesada
editor in chief

Bill Jemas
president & inspiration





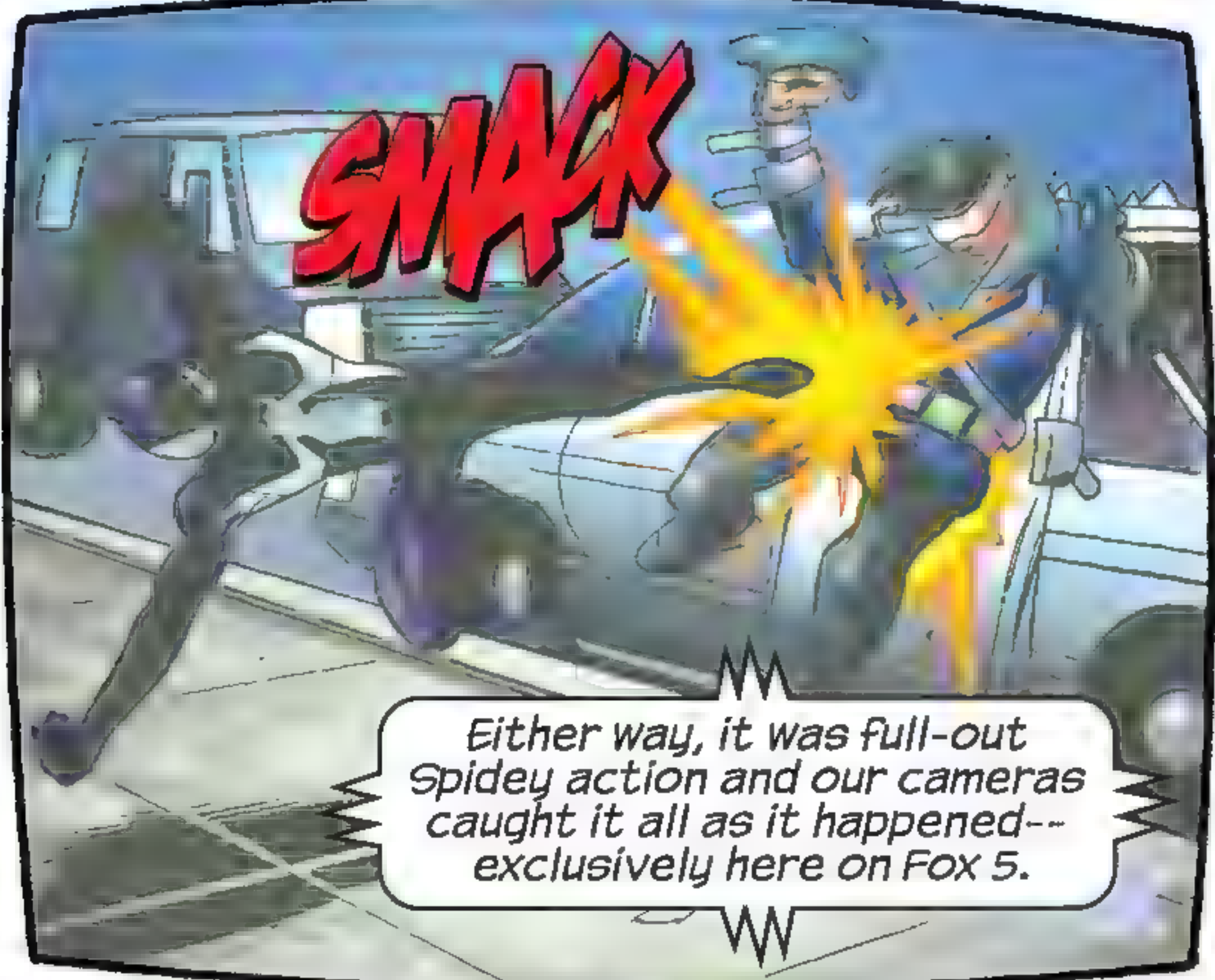




...was mayhem in Manhattan Spider-Man style.

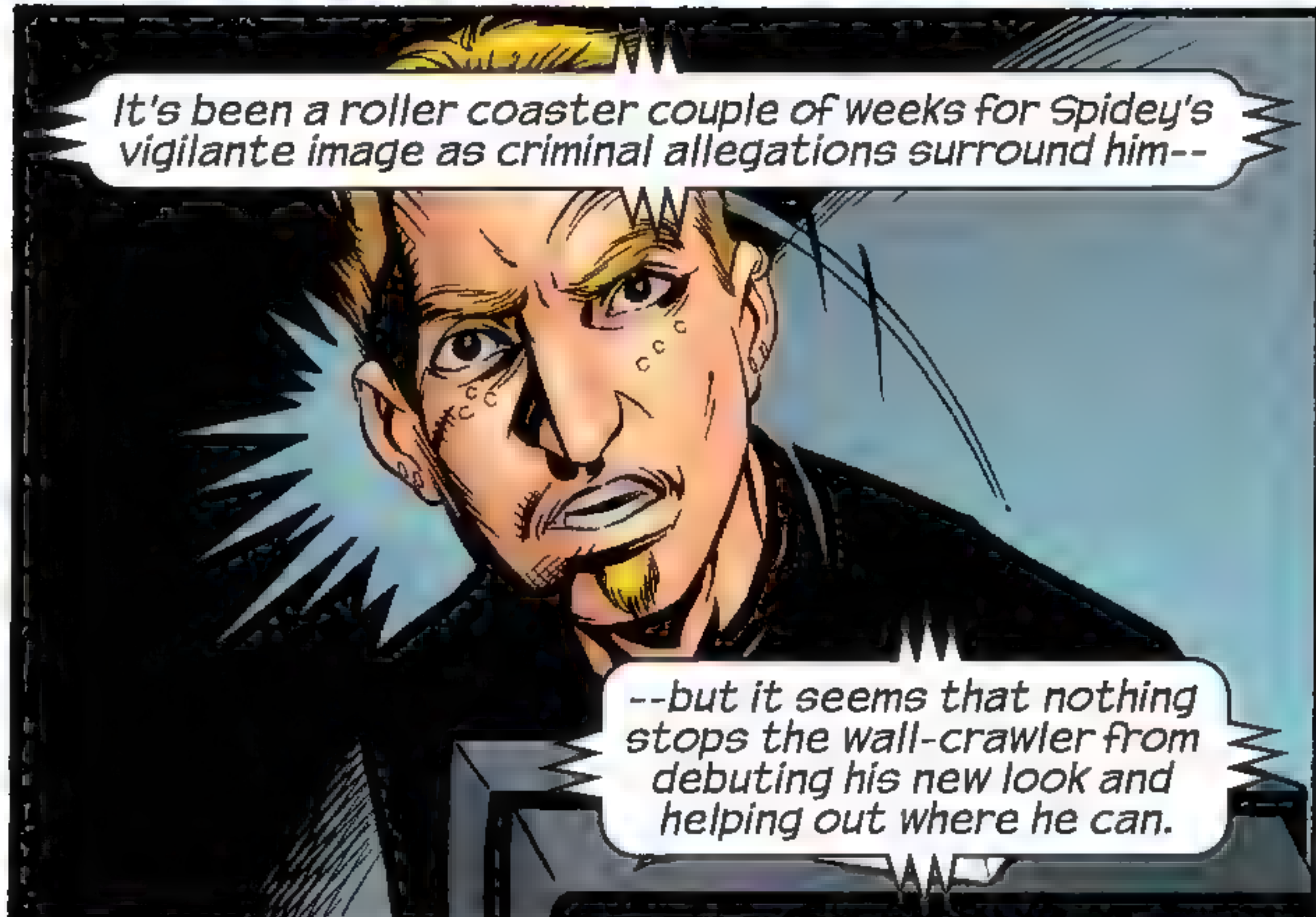
As yet another Spider-Man copycat is found running around the city...

...or, as many believe, the original is back... with a new look and a bold, new attitude!



SMACK

Either way, it was full-out Spidey action and our cameras caught it all as it happened-- exclusively here on Fox 5.



It's been a roller coaster couple of weeks for Spidey's vigilante image as criminal allegations surround him--

--but it seems that nothing stops the wall-crawler from debuting his new look and helping out where he can.



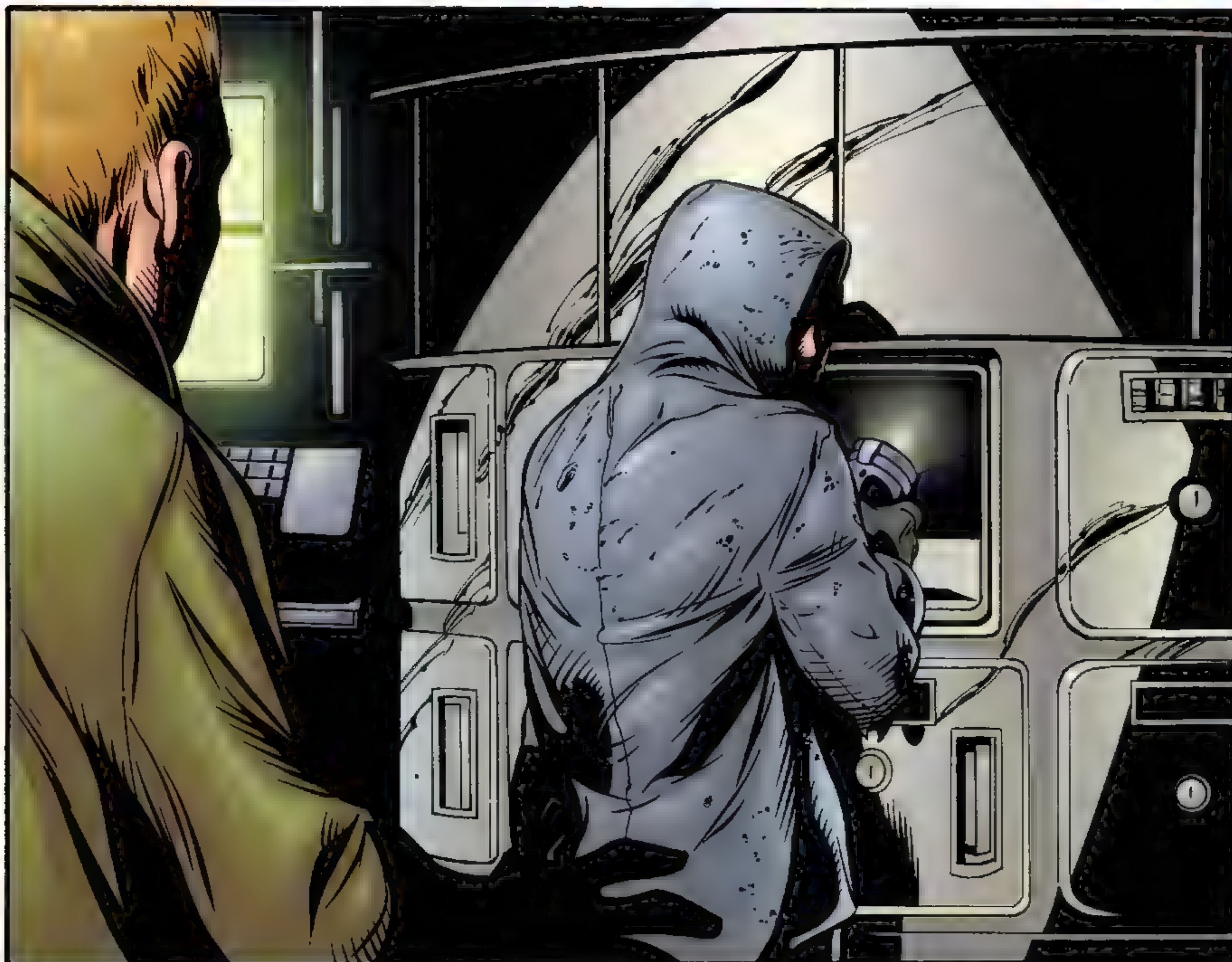
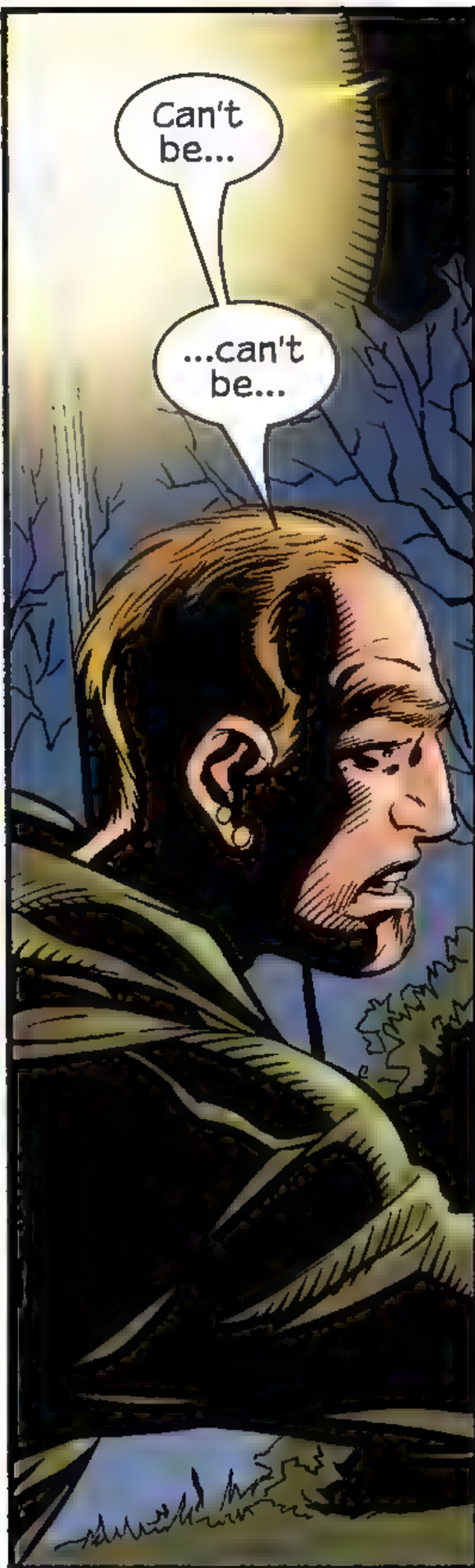
Is everyone in one piece? Everyone okay?

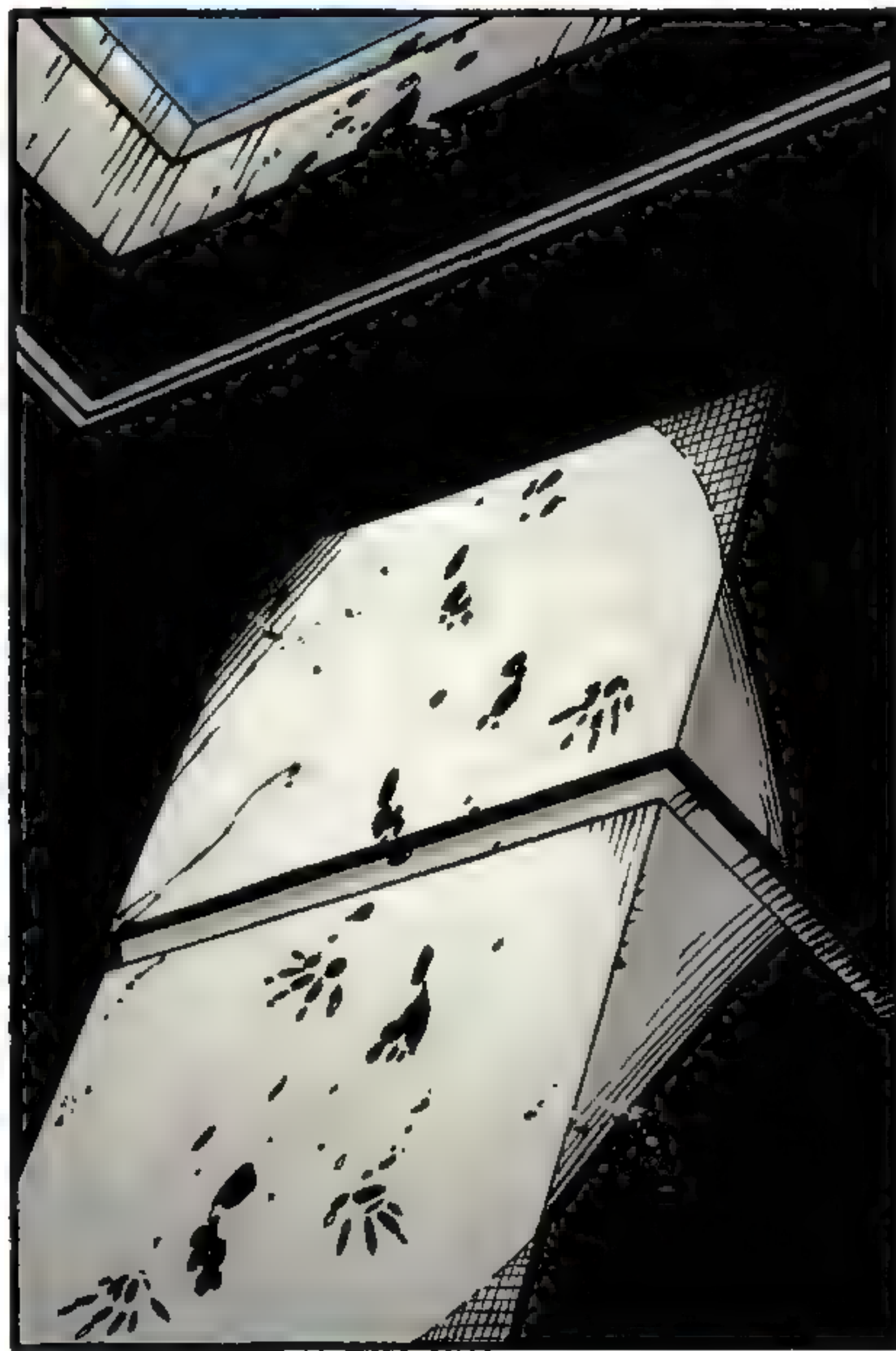
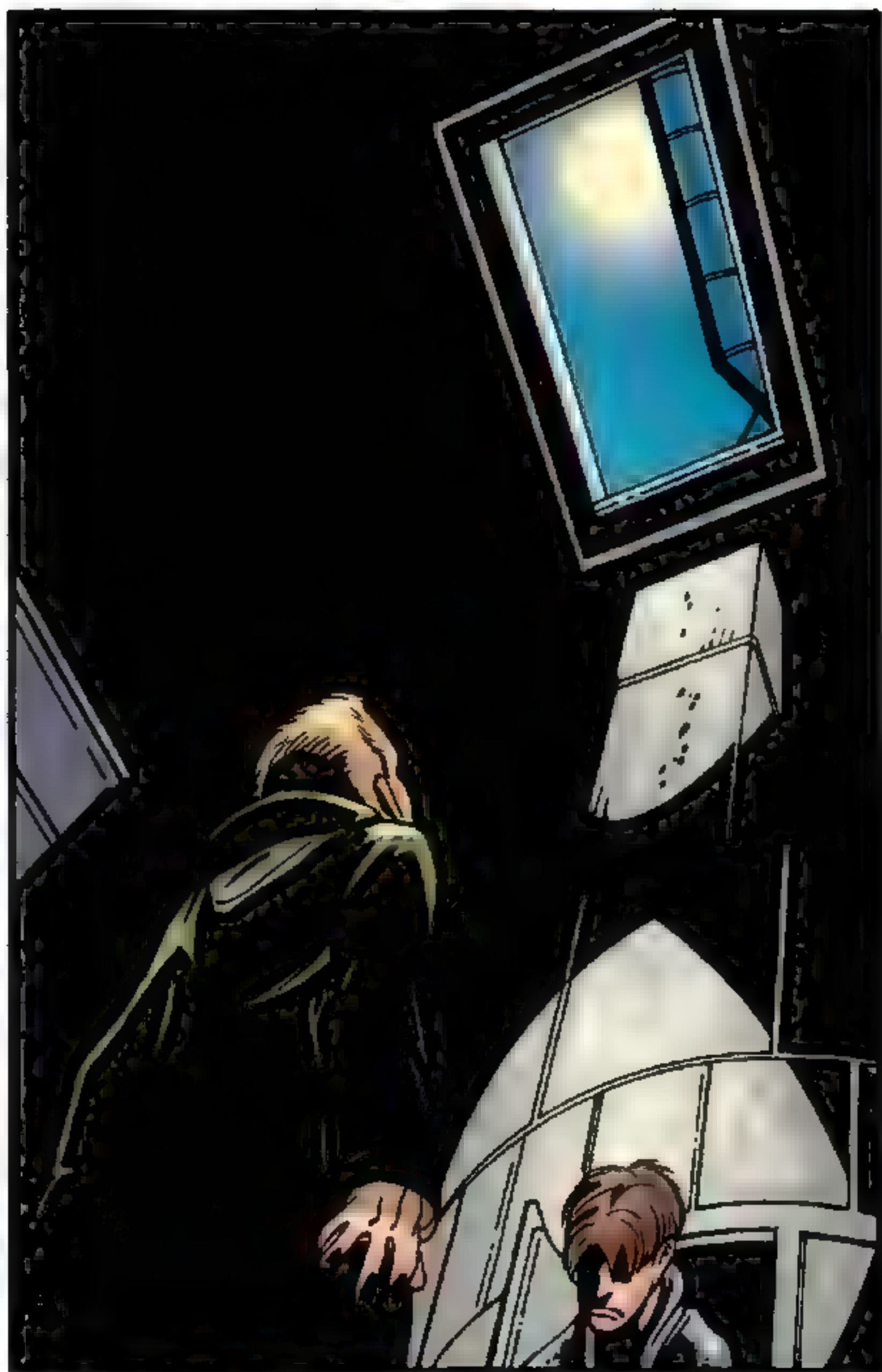
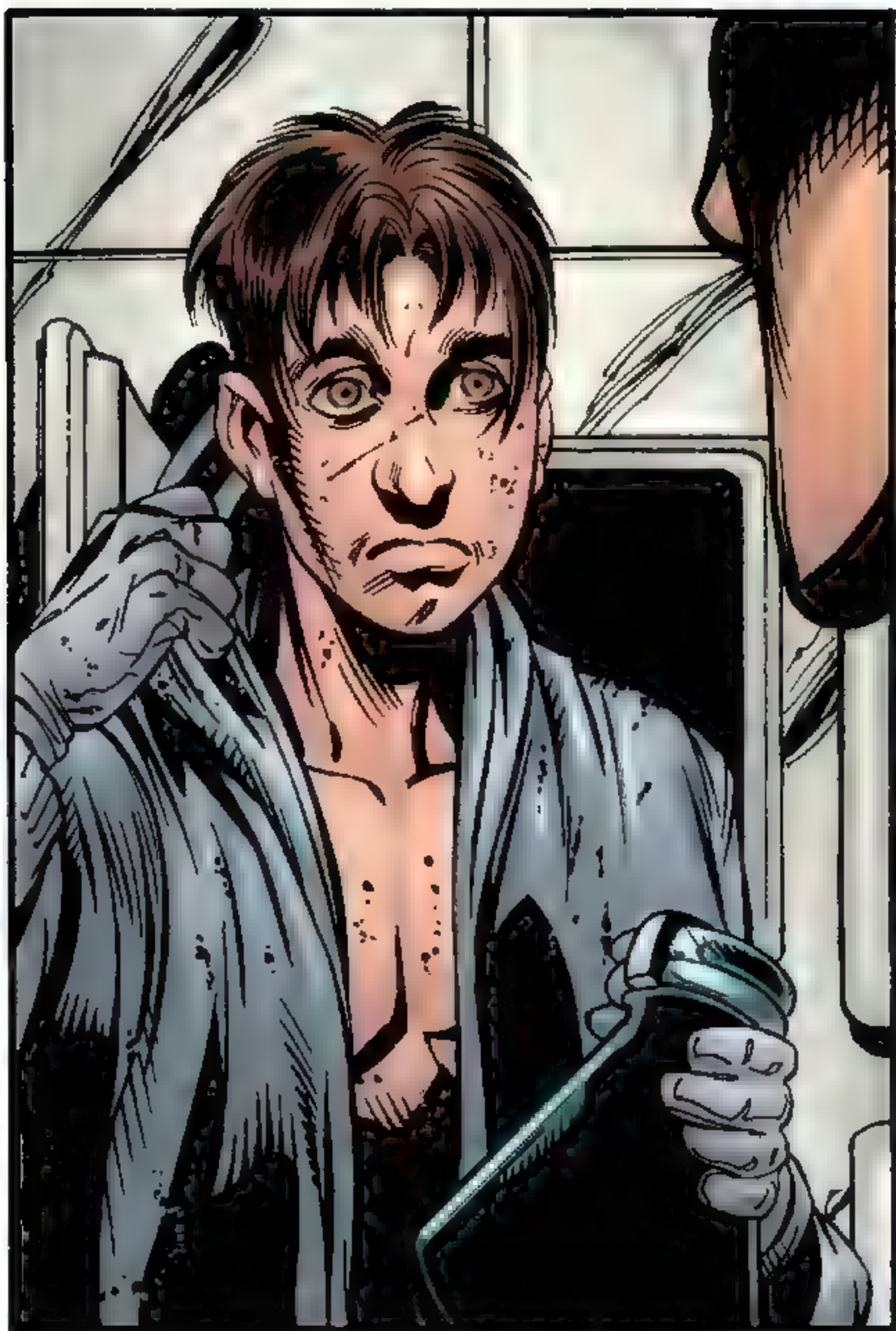
Everyone okay?

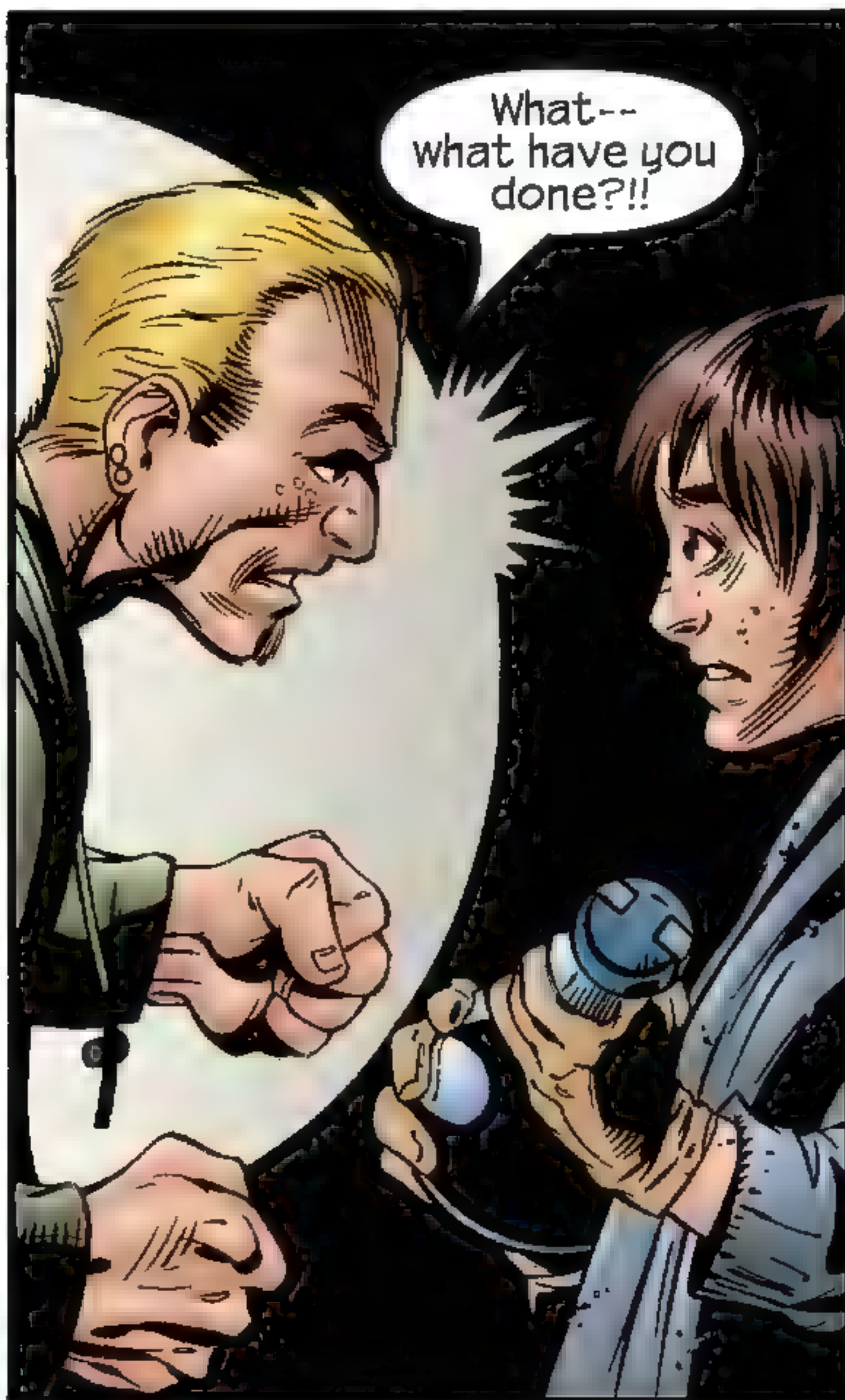


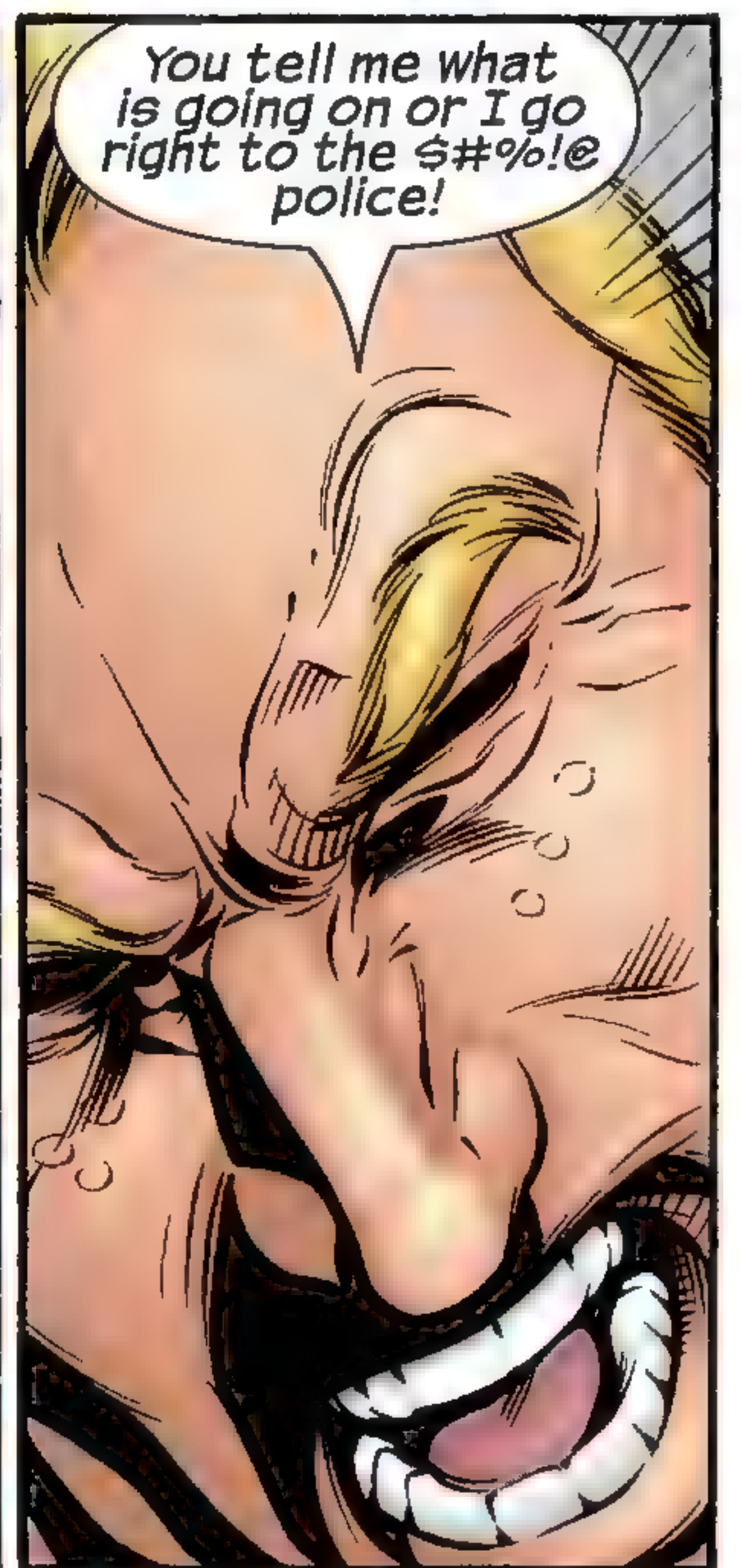
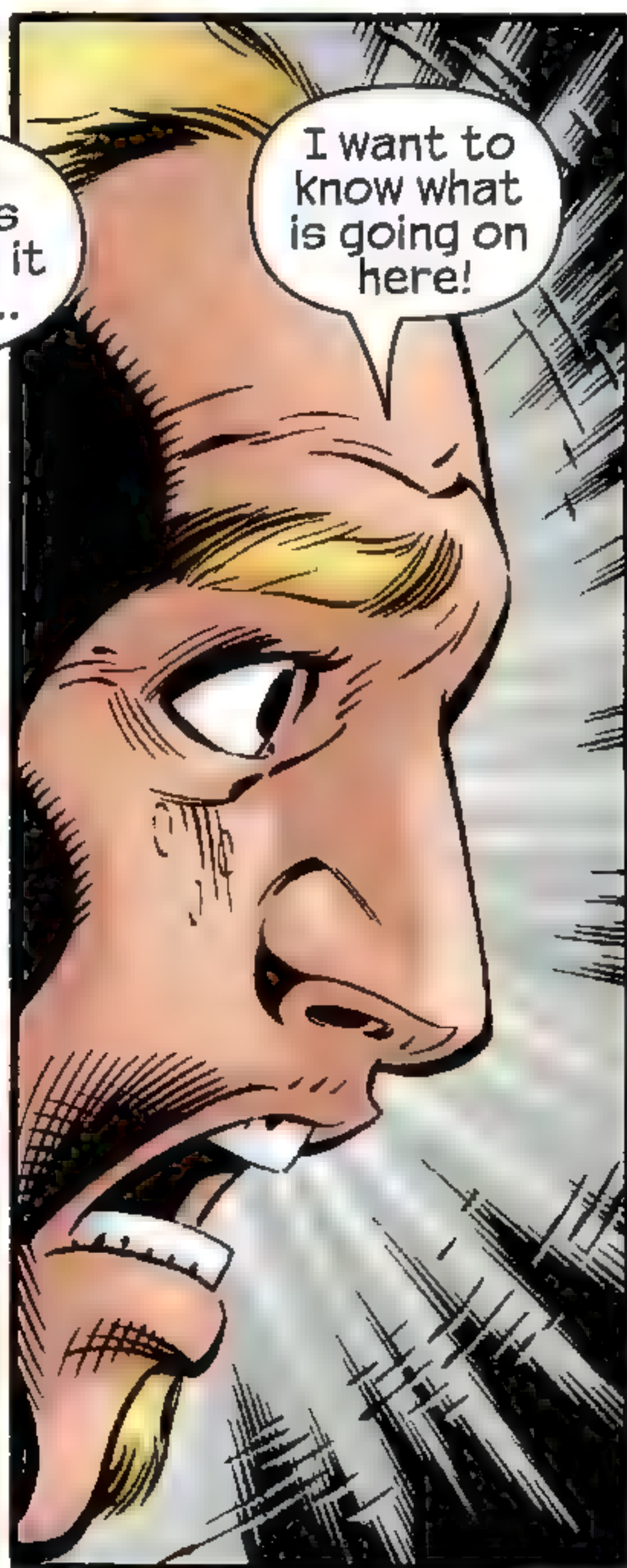
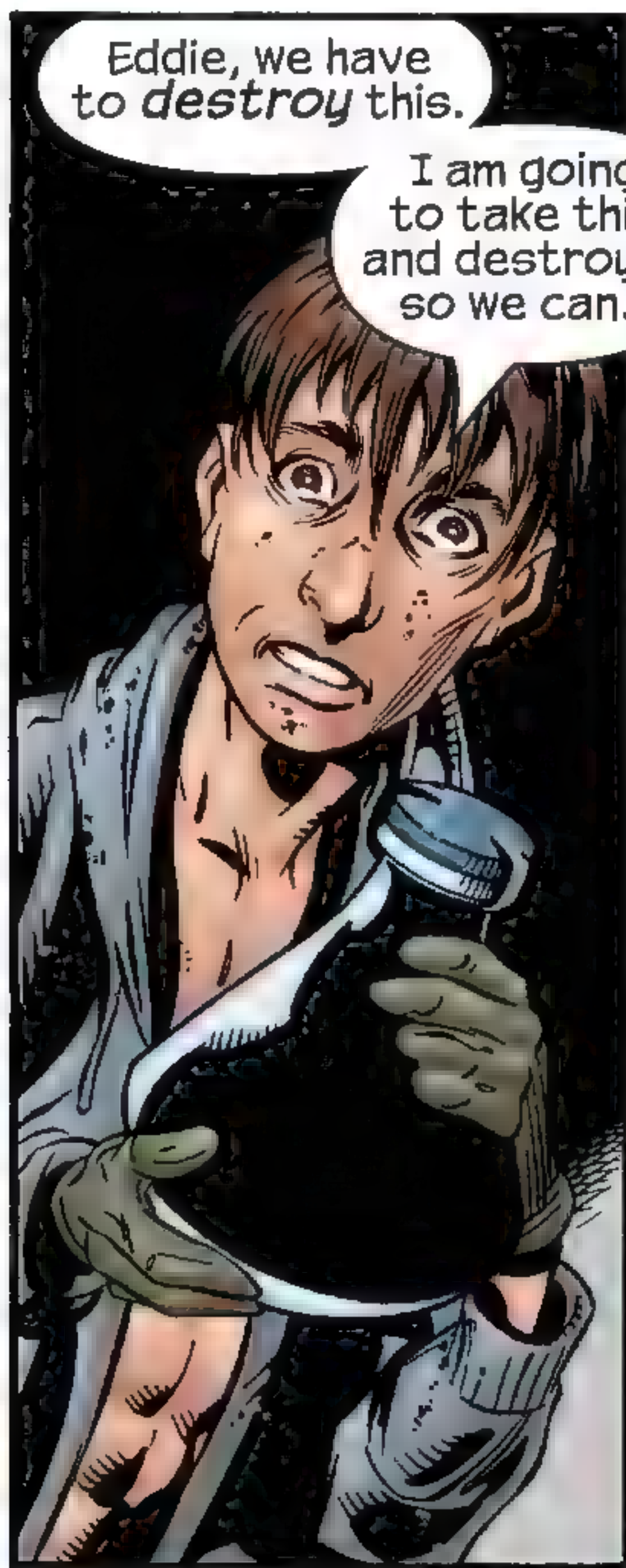
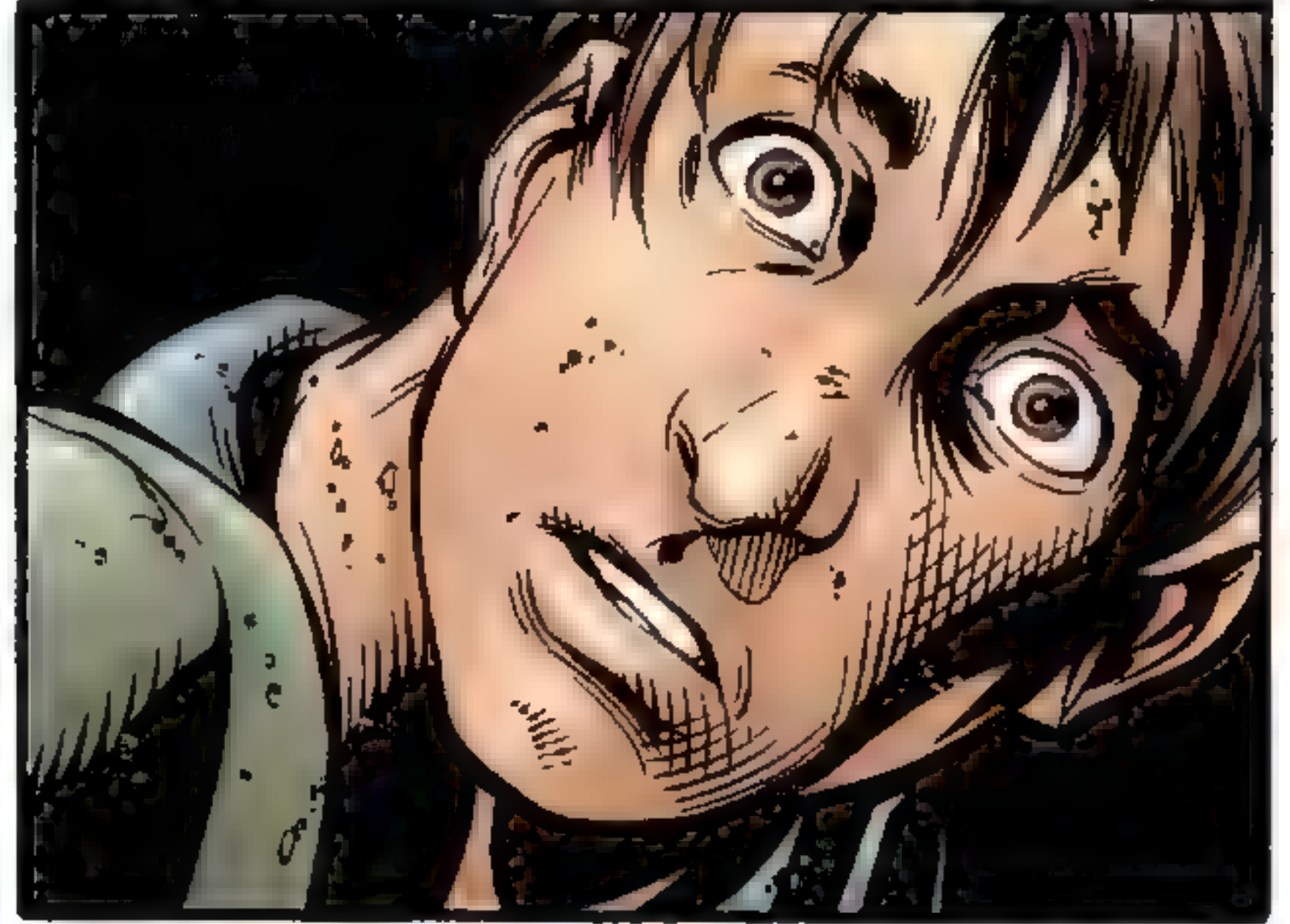
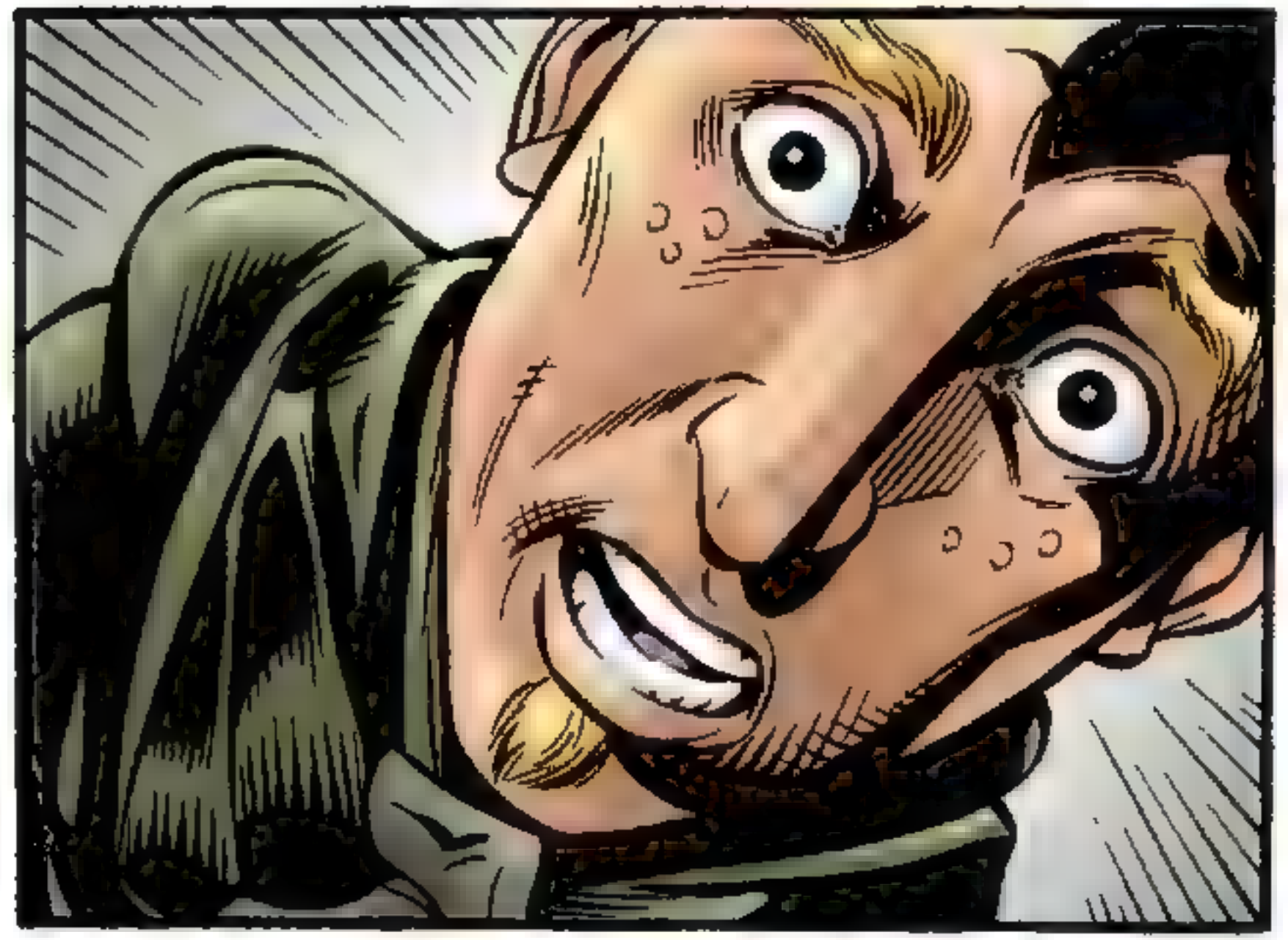
Alrighty then...

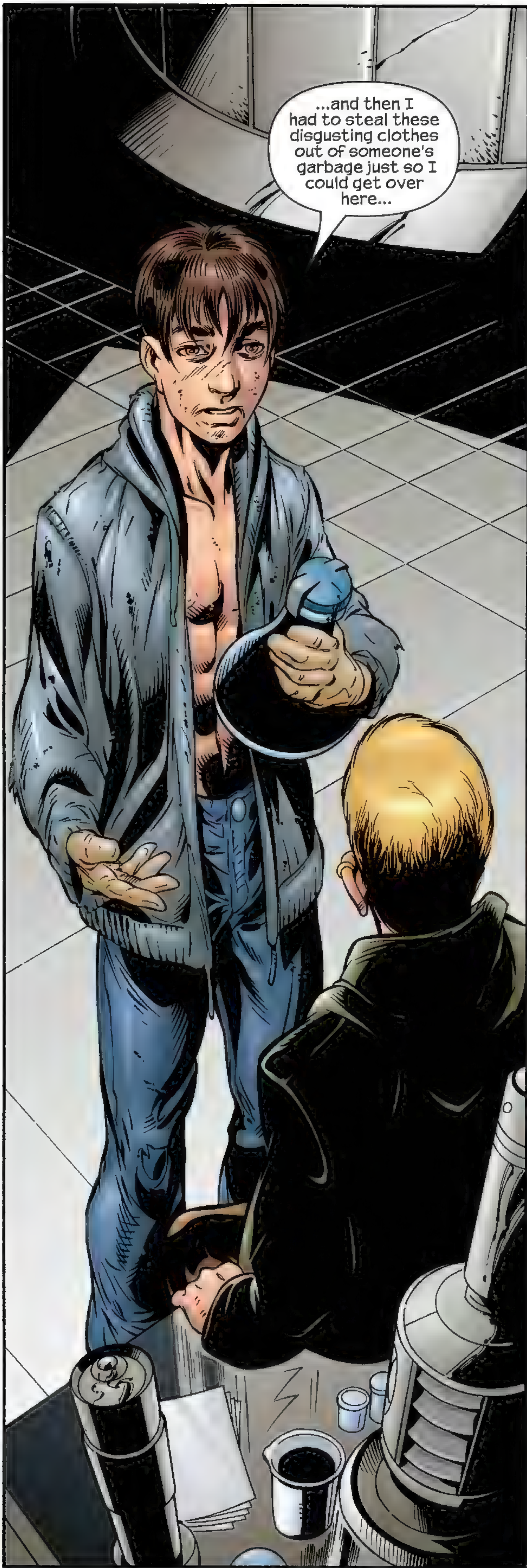
FOX











...and then I had to steal these disgusting clothes out of someone's garbage just so I could get over here...



I want you to know--

I realize that coming in here-- sneaking in here in the middle of the night-- twice no less, was not fair to you.


You were honest with me and you showed me this thing and I, in return, I stepped on you.

And I'm sorry.



You gotta believe me.

I am so sorry.



I swear I was going to sit down and really talk to you about this-- but after I got rid of it.

I wasn't going to leave you hanging.

But the fact of the matter is, that I have had run-ins with situations like this.

Men, men stronger and smarter than both of us, who find themselves with something like this.

Some source of untested power--

--and I've seen them destroy themselves.

Their family.

Everything.

I'm not kidding. Literally destroy themselves.

You've read the papers, right? You've seen some of the stuff I came up against.

And that's just *some* of it-- that's just *part* of the story.

This is a seriously twisted world we live in.

All of a sudden it's like everybody is trying to be more than they are-- everyone trying to accelerate the process of-- of I don't know what.

And now to think that both of *our* fathers may have inadvertently done the very same thing ten years before anyone else--

It just... I can't *handle* it, Eddie.

I can't let this *be*.

I'm saying-- I know how bad this can go.

I'm not guessing. I *know*. First-hand.

I know this will go badly if I don't destroy this.

And the fact that I know all of this-- that I have seen all the horrible crap that I have seen-- and I still thought that I could do *something* with this--

I mean, the *arrogance* of me to think that I could--

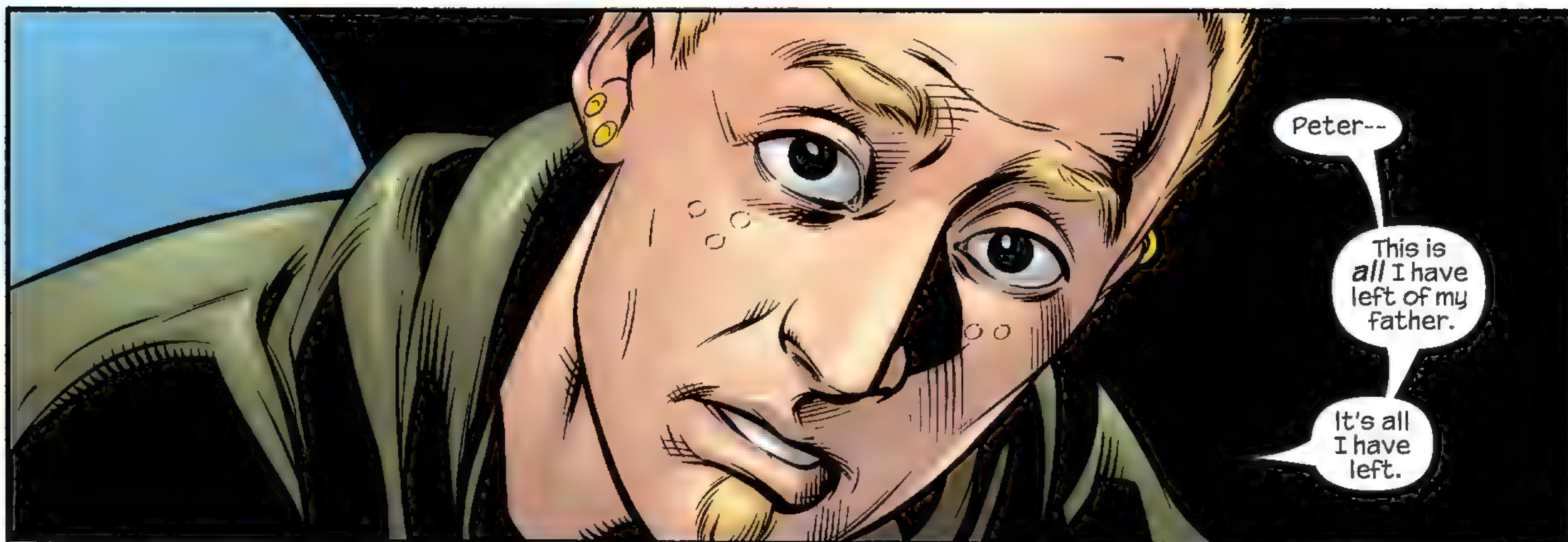
--well, I-- I'm just disgusted with myself on levels you can't even imagine.

This-- this is a freakish genetic mutation.

This is unnatural.

This is uncontrollable.

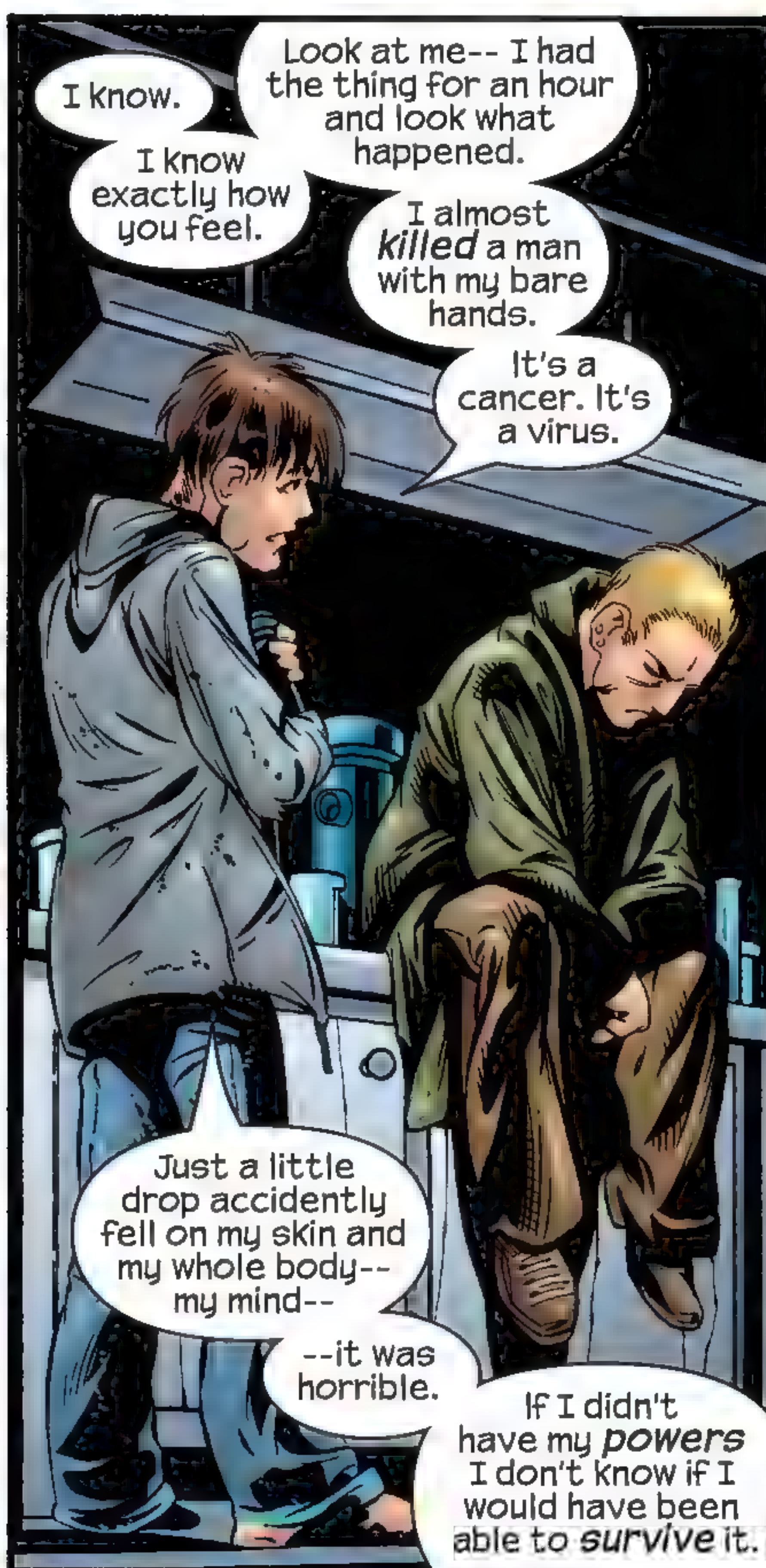
It has to go.



Peter--

This is *all* I have left of my father.

It's all I have left.



I know.

I know exactly how you feel.

Look at me-- I had the thing for an hour and look what happened.

I almost *killed* a man with my bare hands.

It's a cancer. It's a virus.

Just a little drop accidentally fell on my skin and my whole body-- my mind--

--it was horrible.

If I didn't have my *powers* I don't know if I would have been able to *survive* it.



Our fathers died for this and we can't-- we aren't smart enough to contain this.

And we can't trust anybody else with it.



I have met the people who would take this from us-- I know their faces-- and listen, I know to what lengths they'll go to have it.

This is too much for us and we have to honor our fathers' wishes.

They would want us to *destroy* it. I believe that. They would.

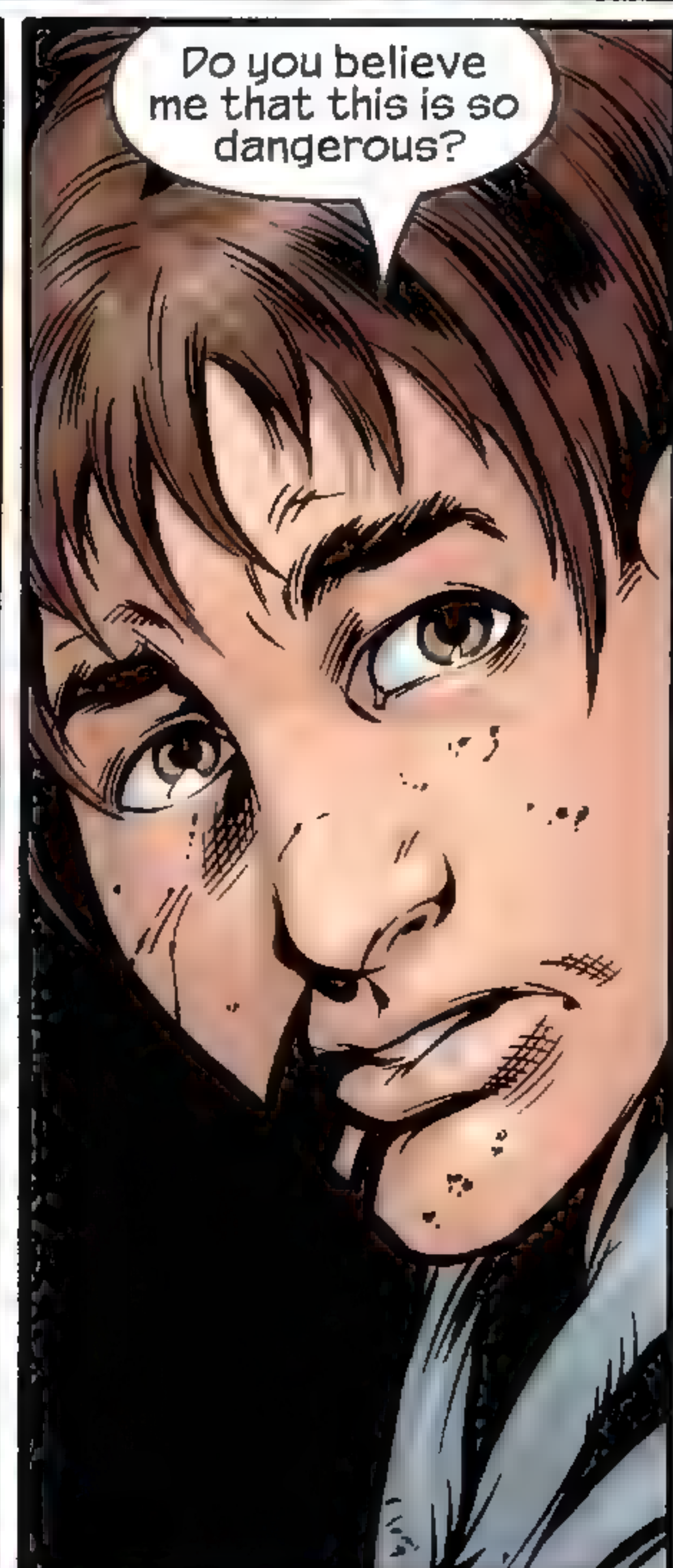
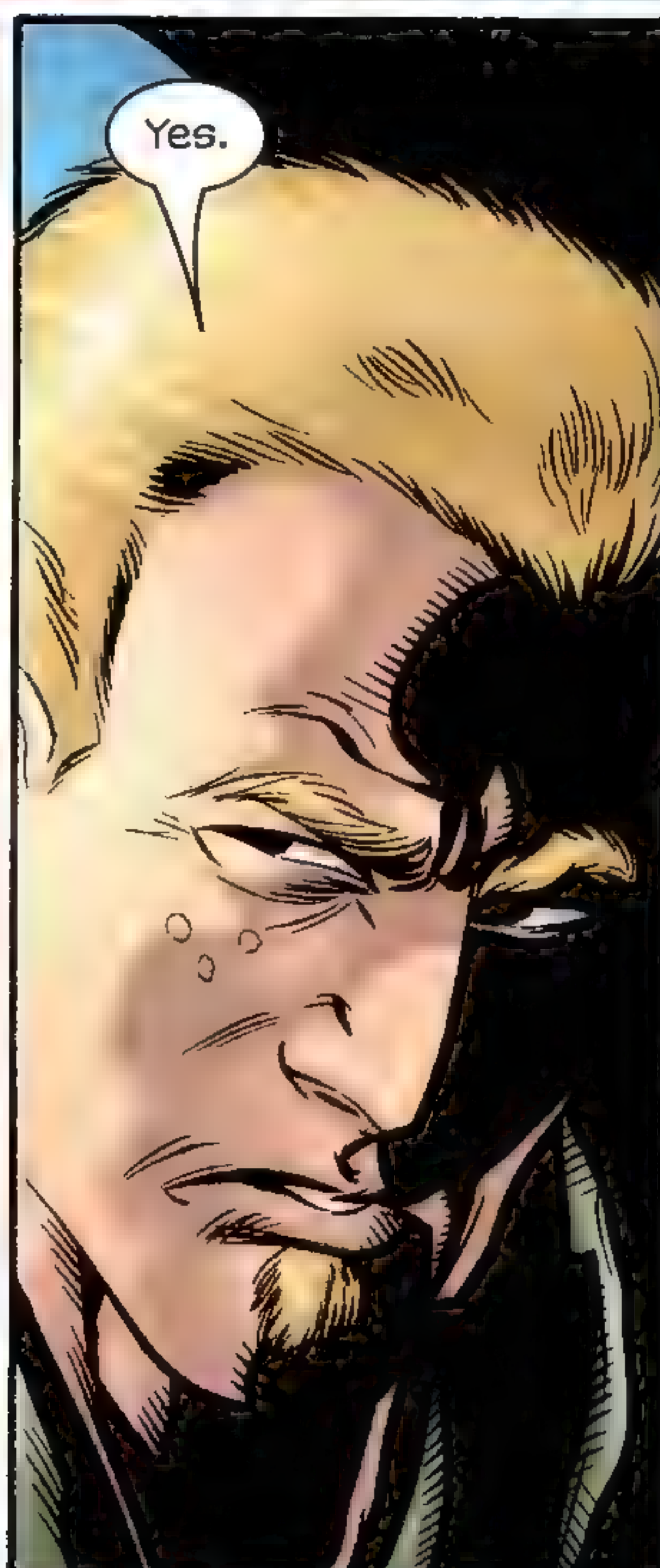
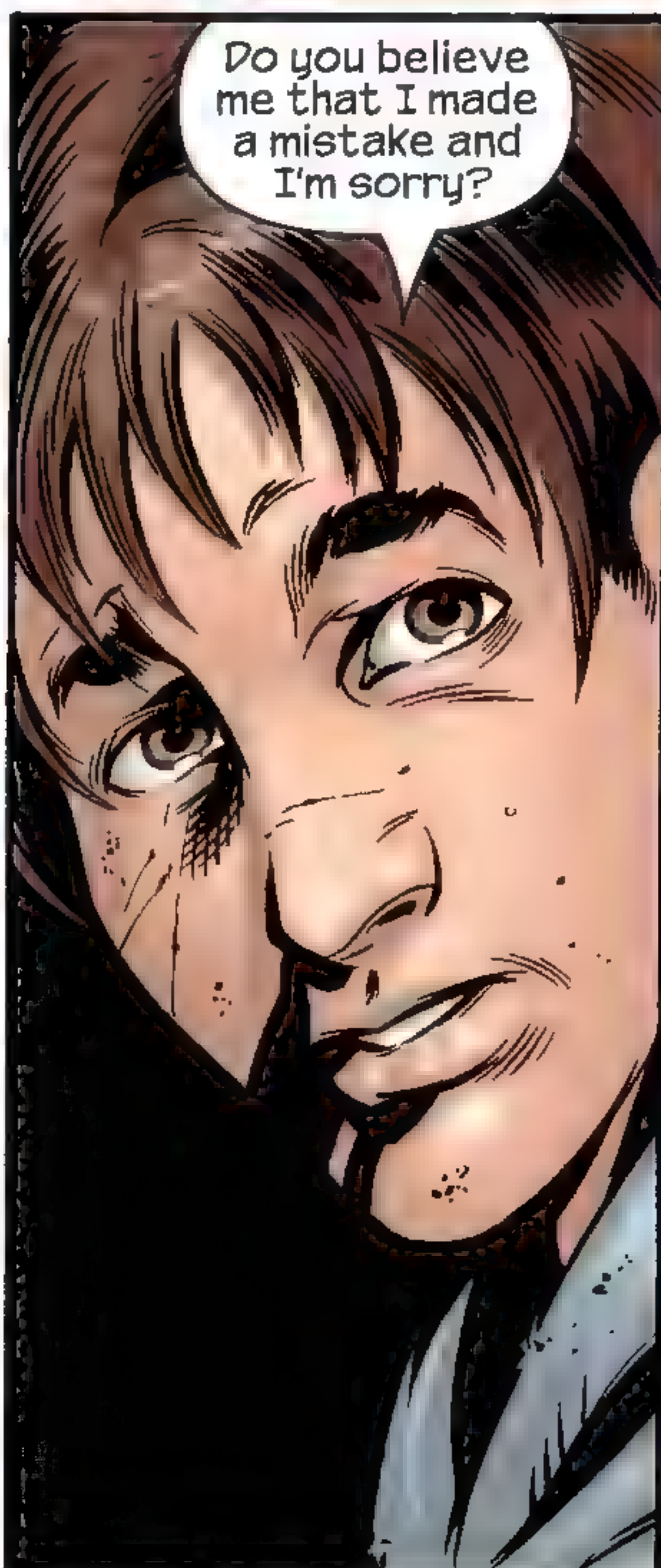
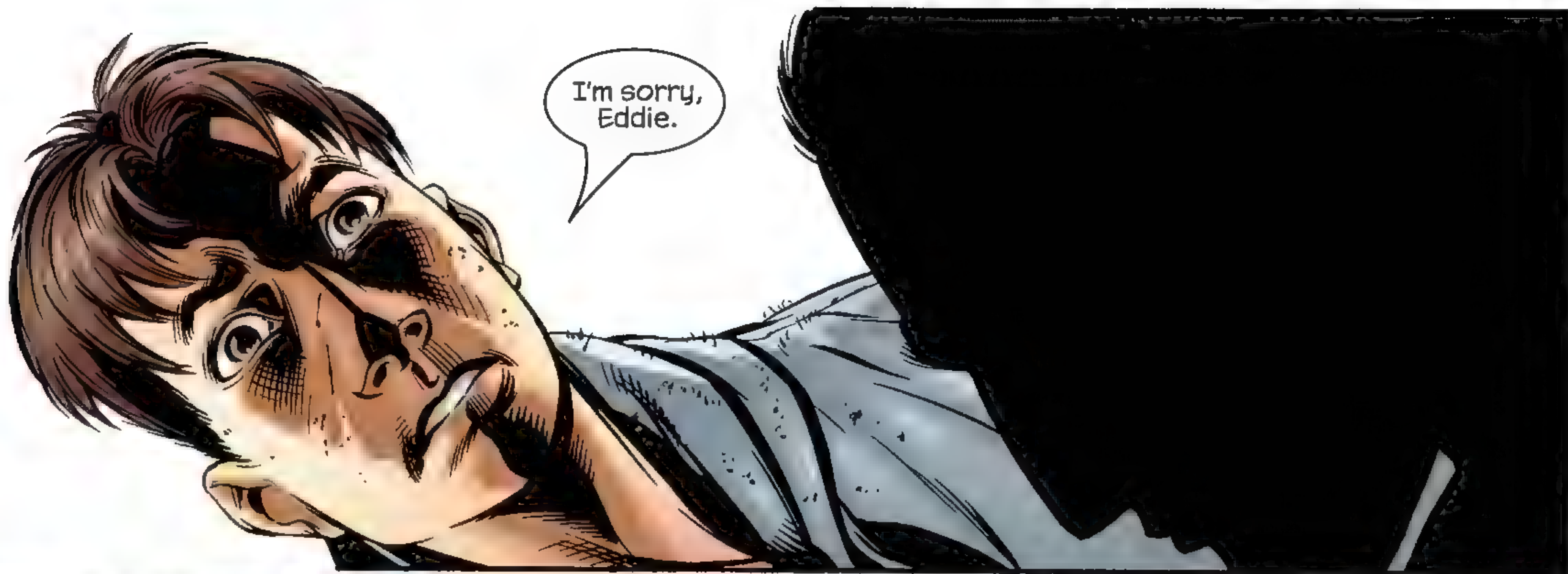
Before-- *before*-- the wrong people get their hands on it.

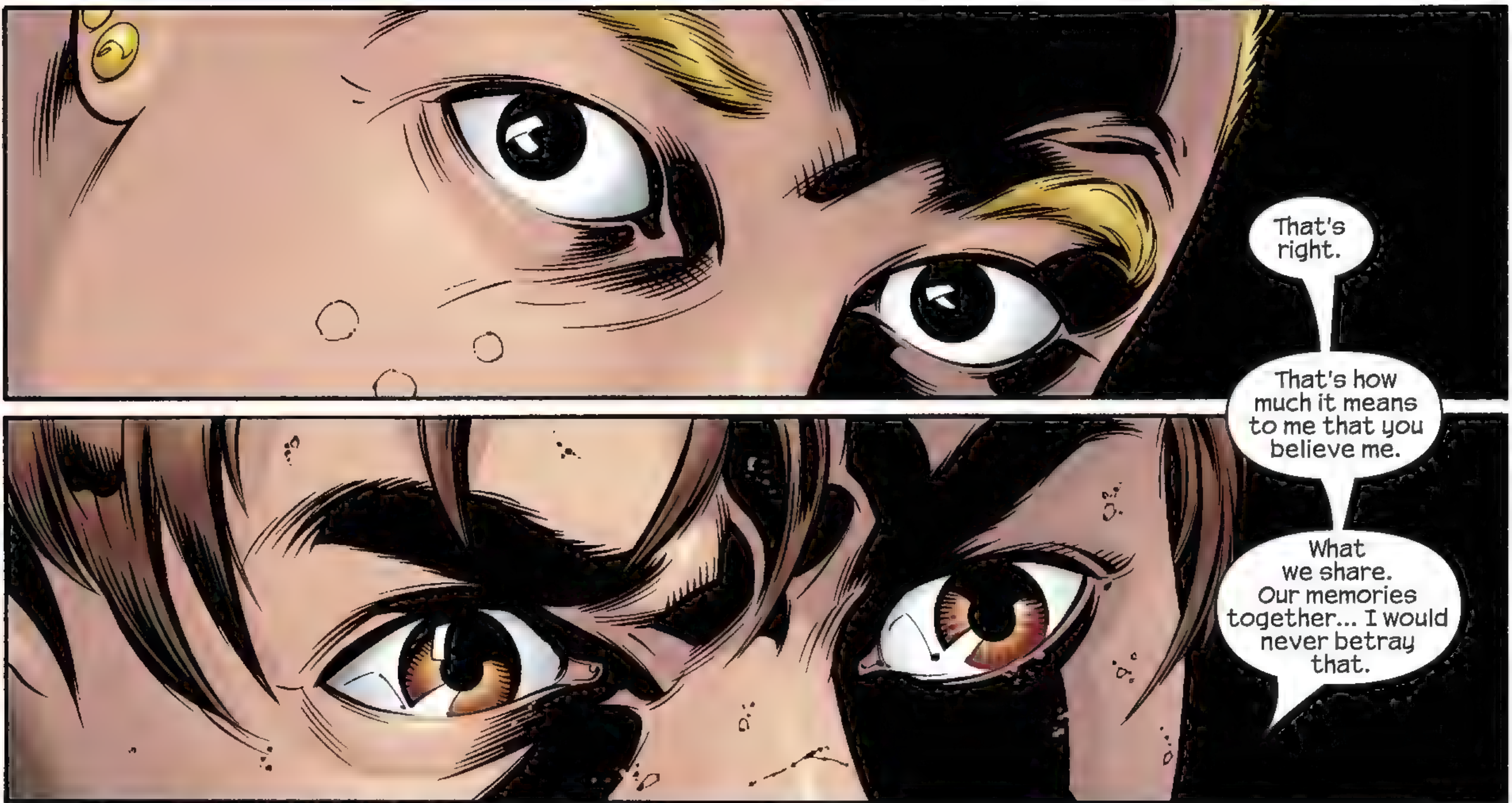


Okay? I'm going to take this and I'm going to destroy it.



It's not like I can stop you.

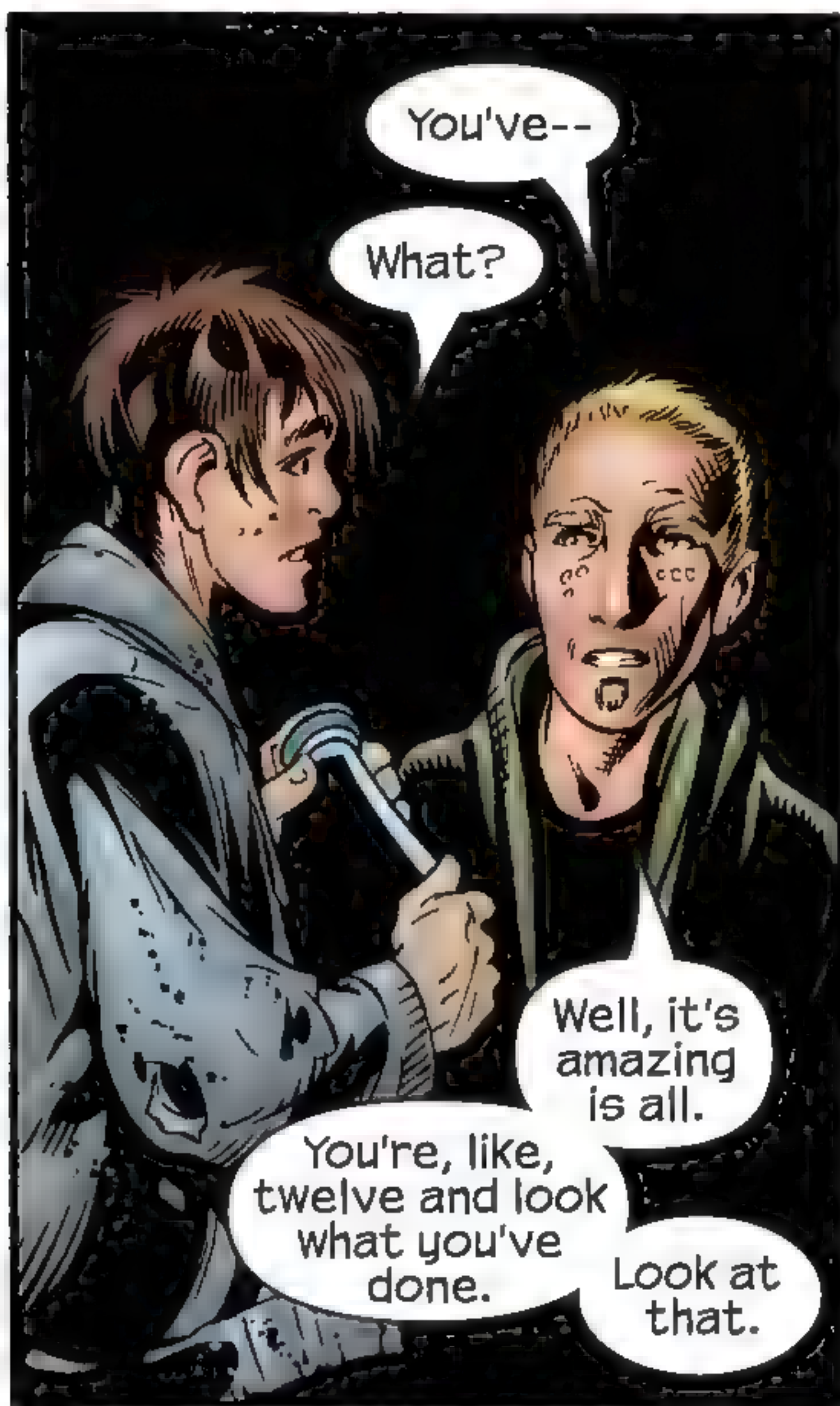




That's right.

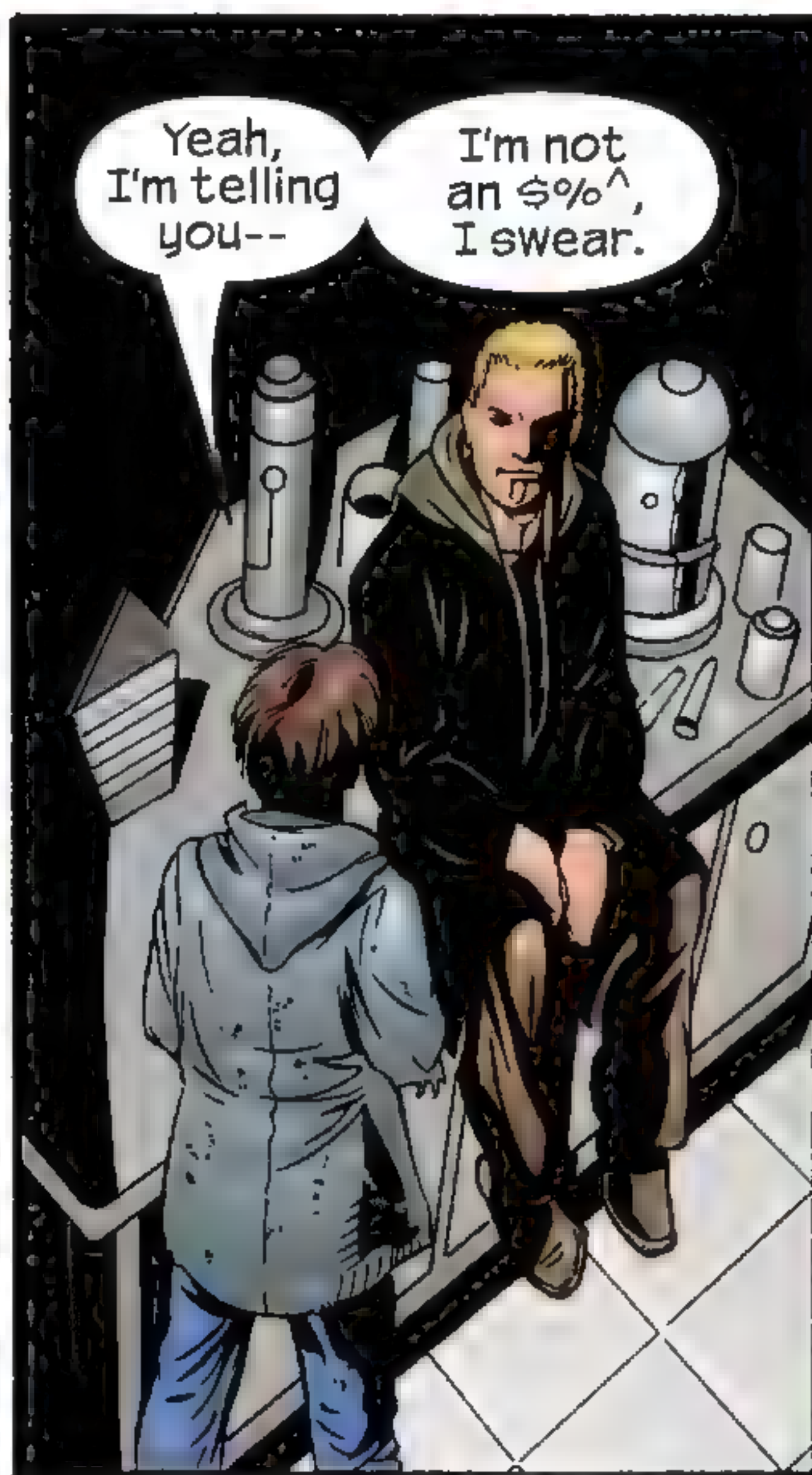
That's how much it means to me that you believe me.

What we share. Our memories together... I would never betray that.

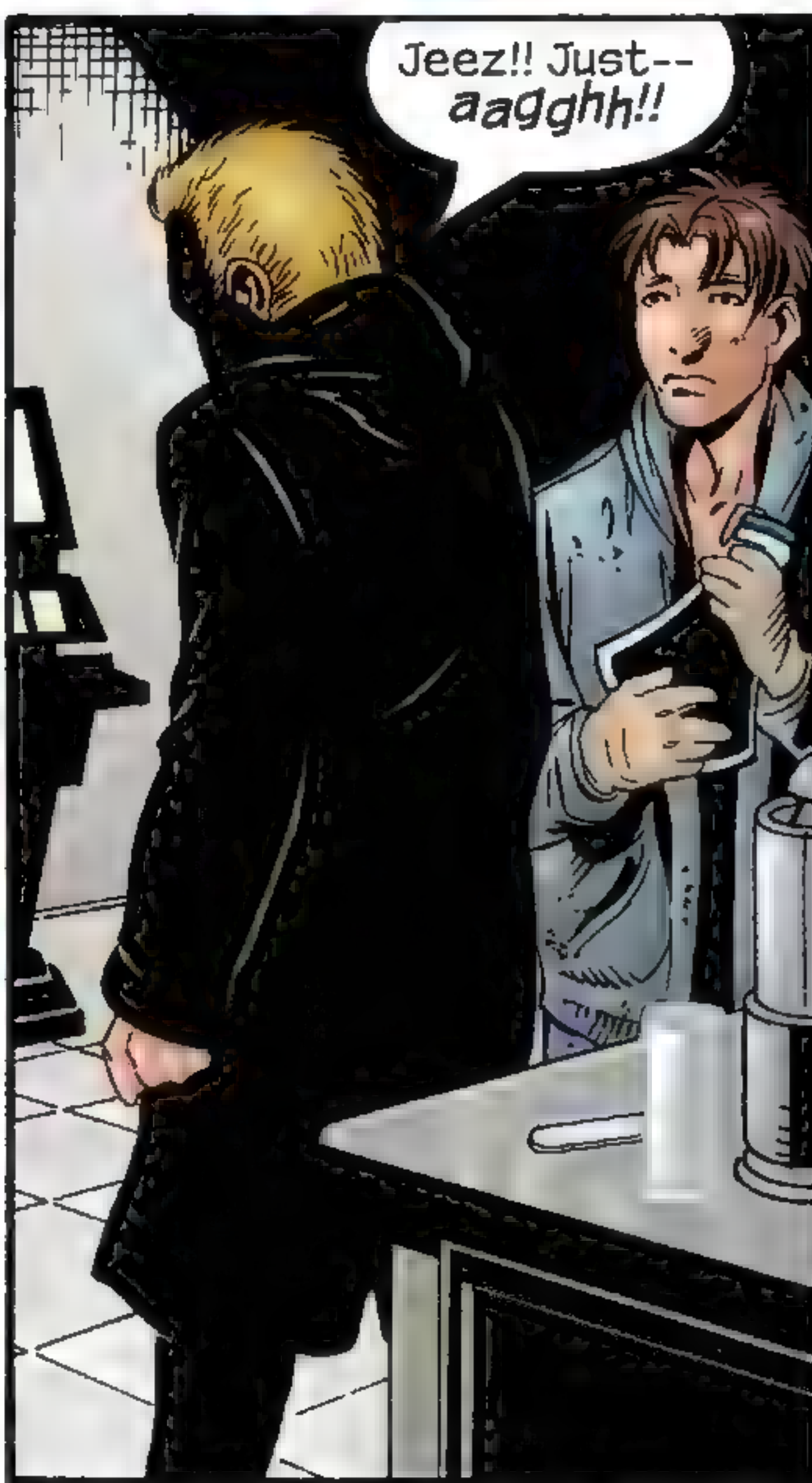
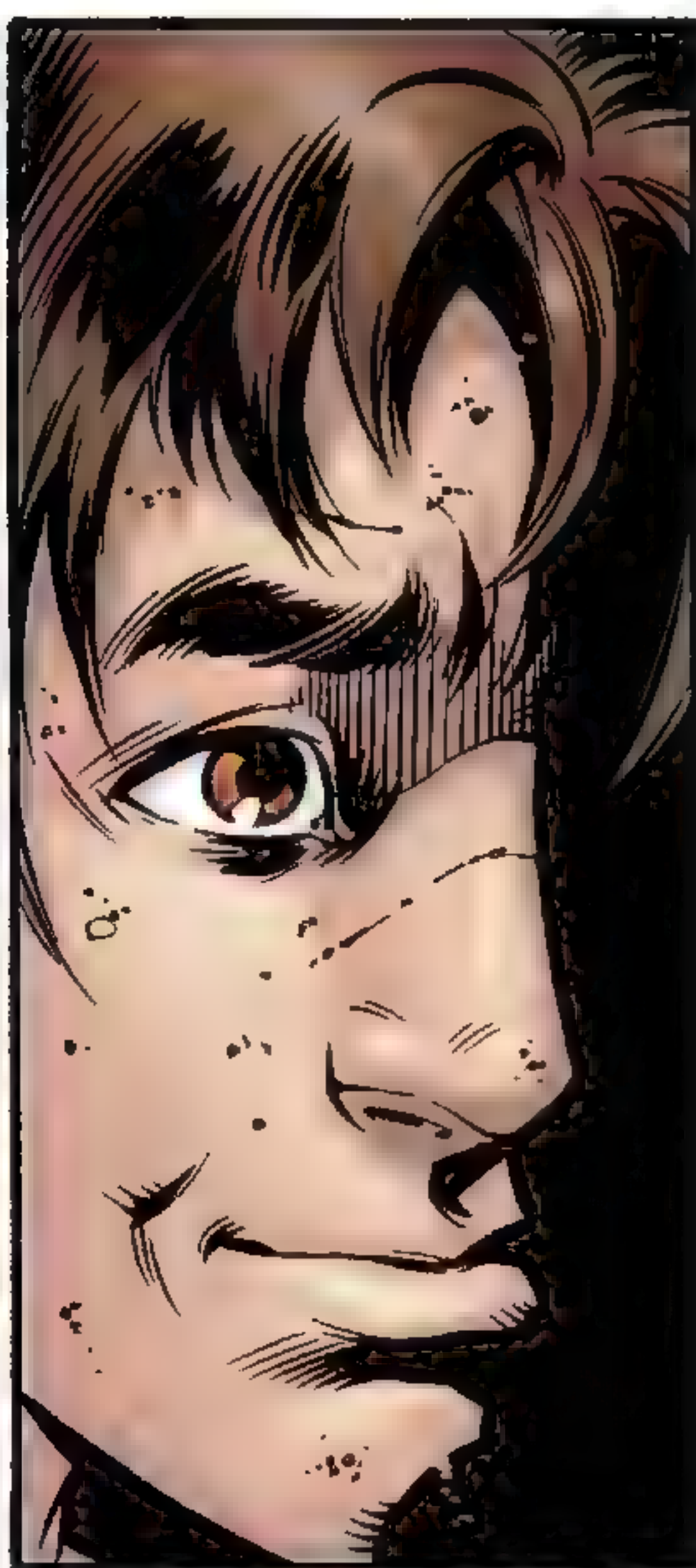
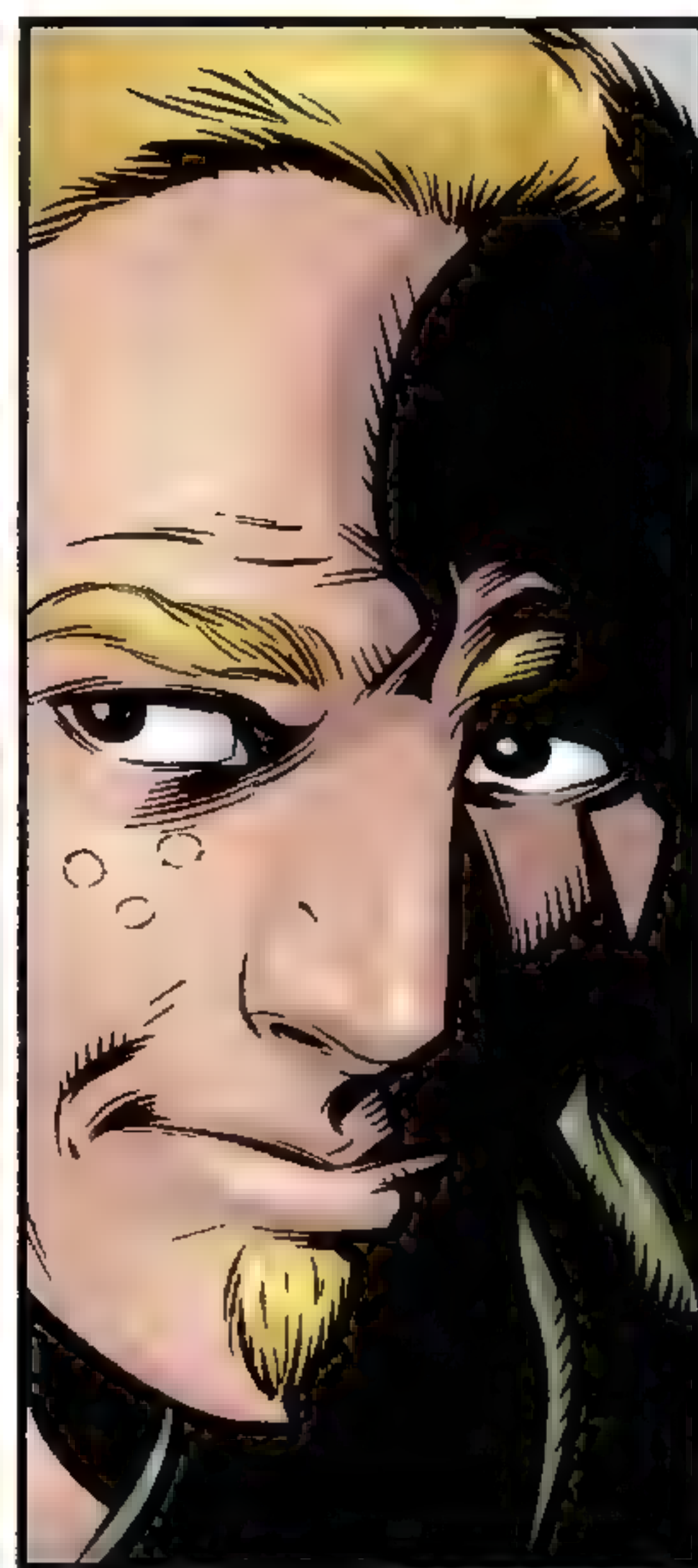


You've--
What?

Well, it's amazing is all.
You're, like, twelve and look what you've done.
Look at that.



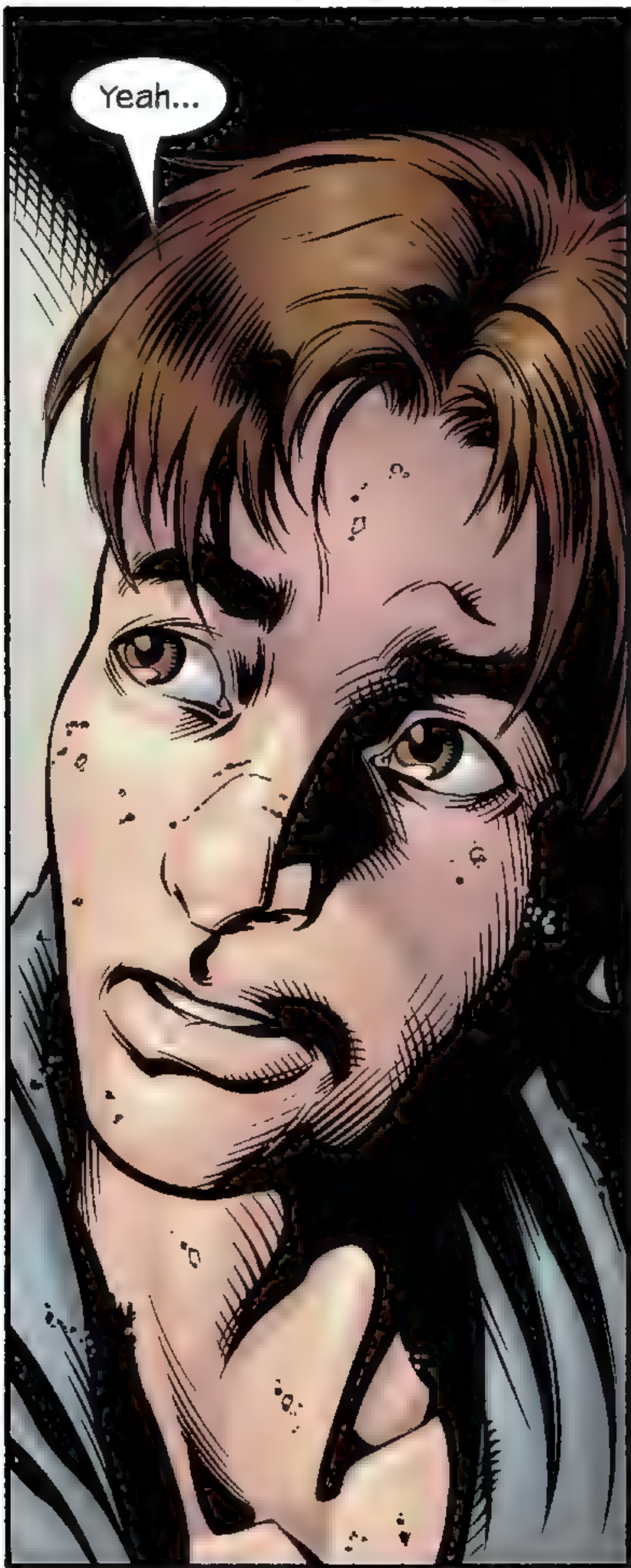
Yeah, I'm telling you--
I'm not an \$% ^, I swear.

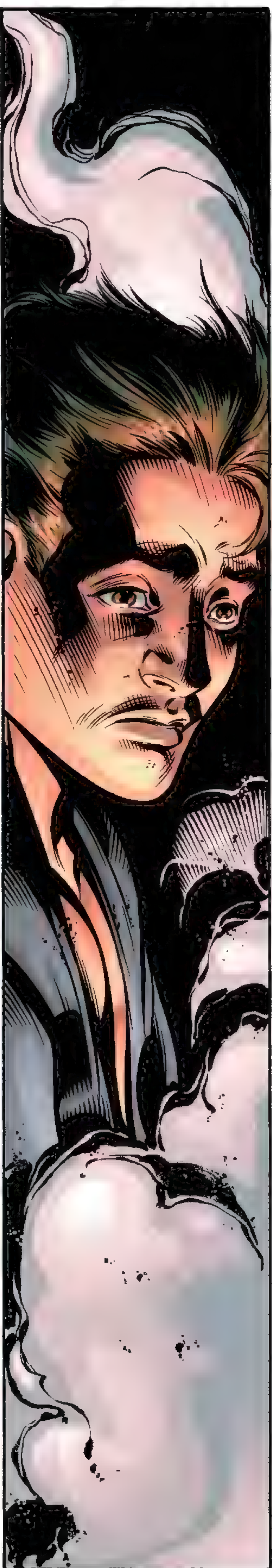
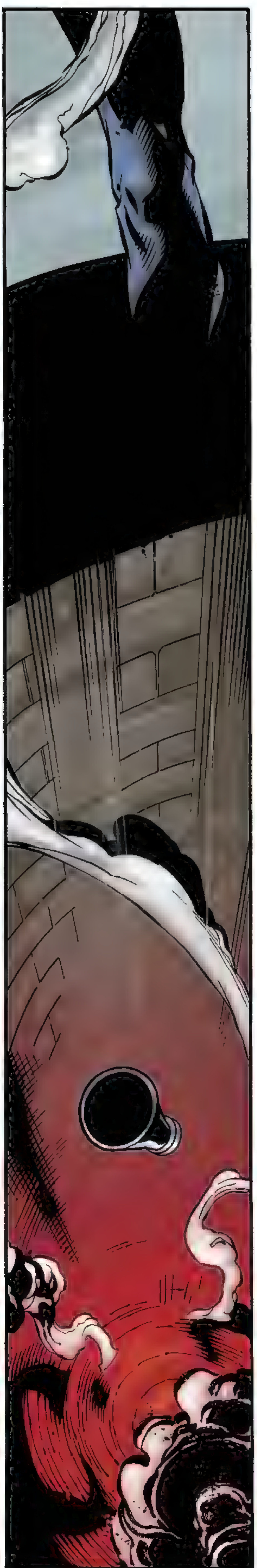
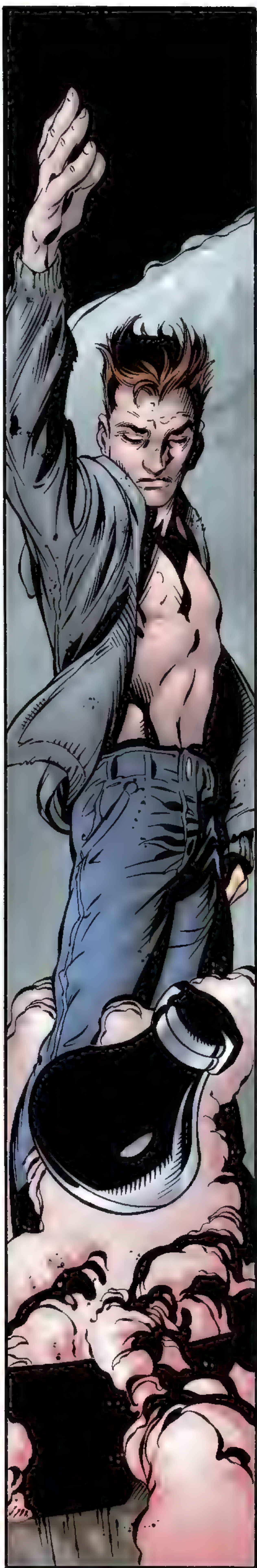


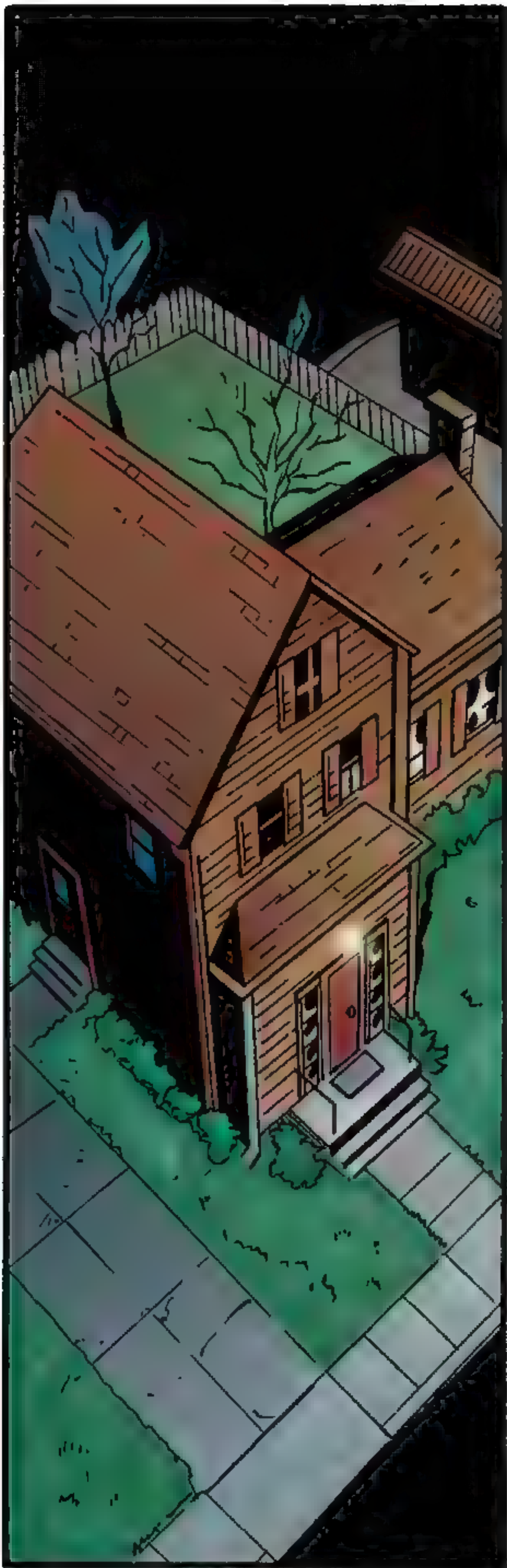
Jeez!! Just--
aagghh!!

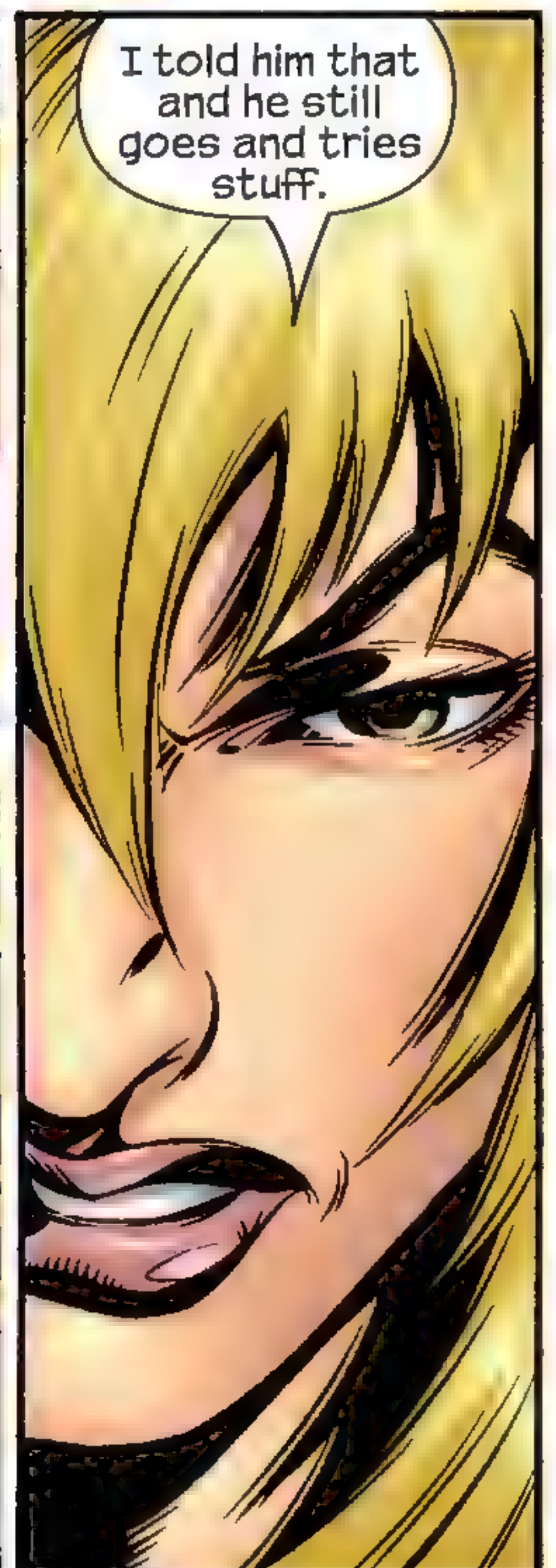
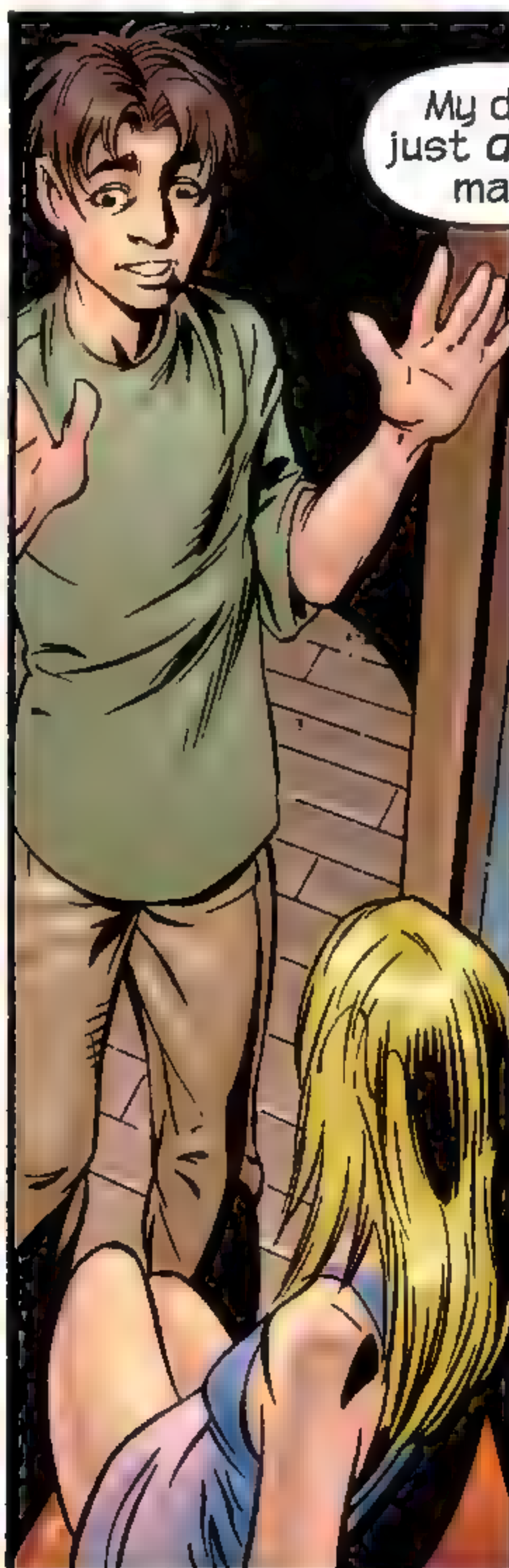
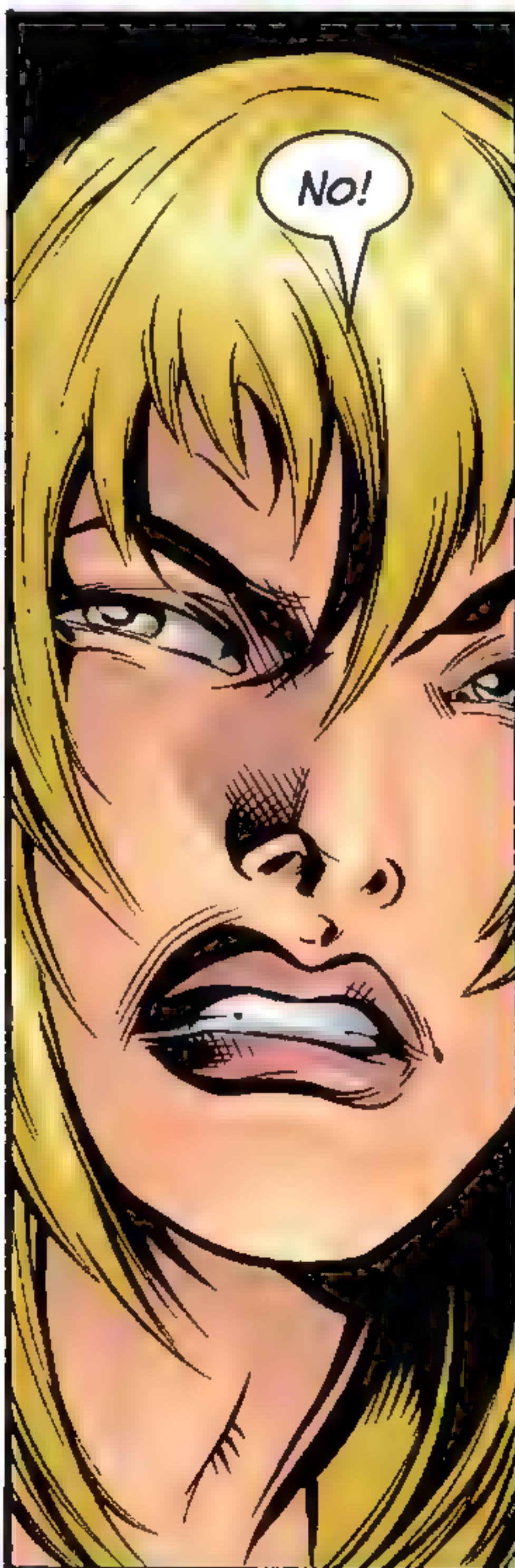
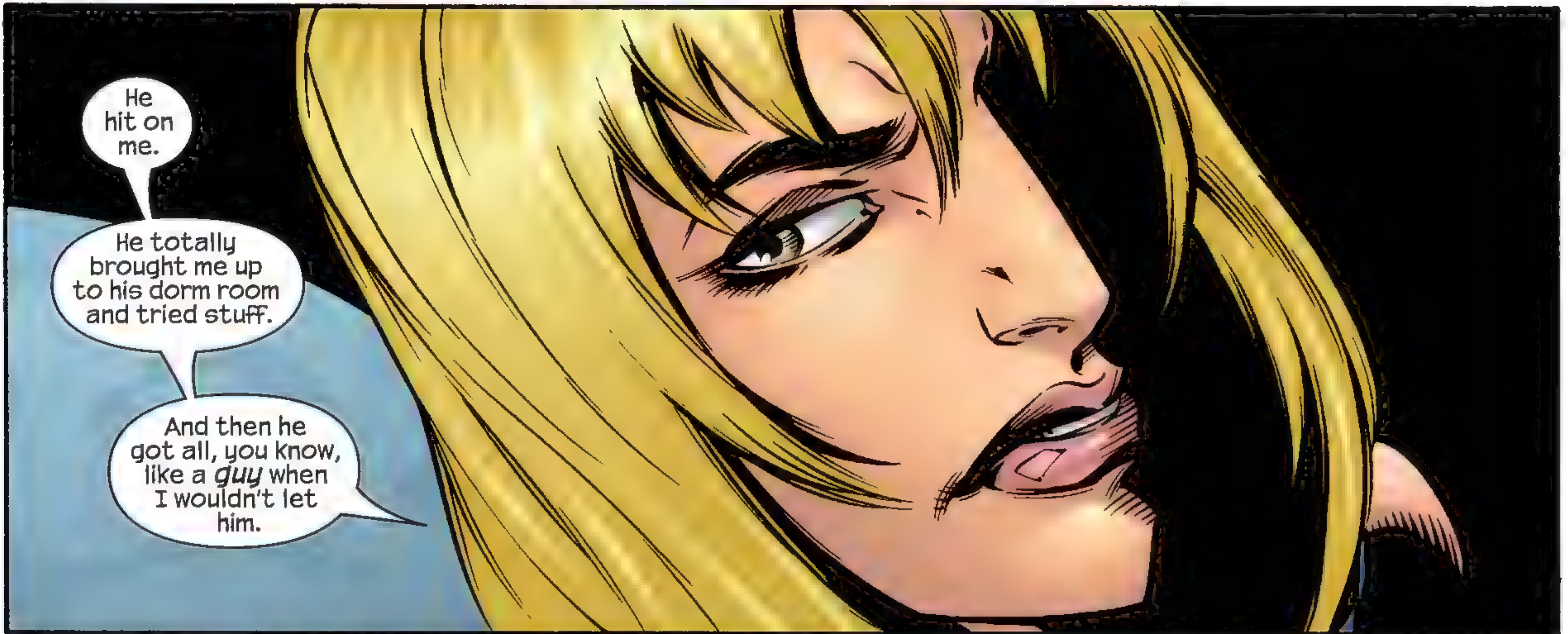
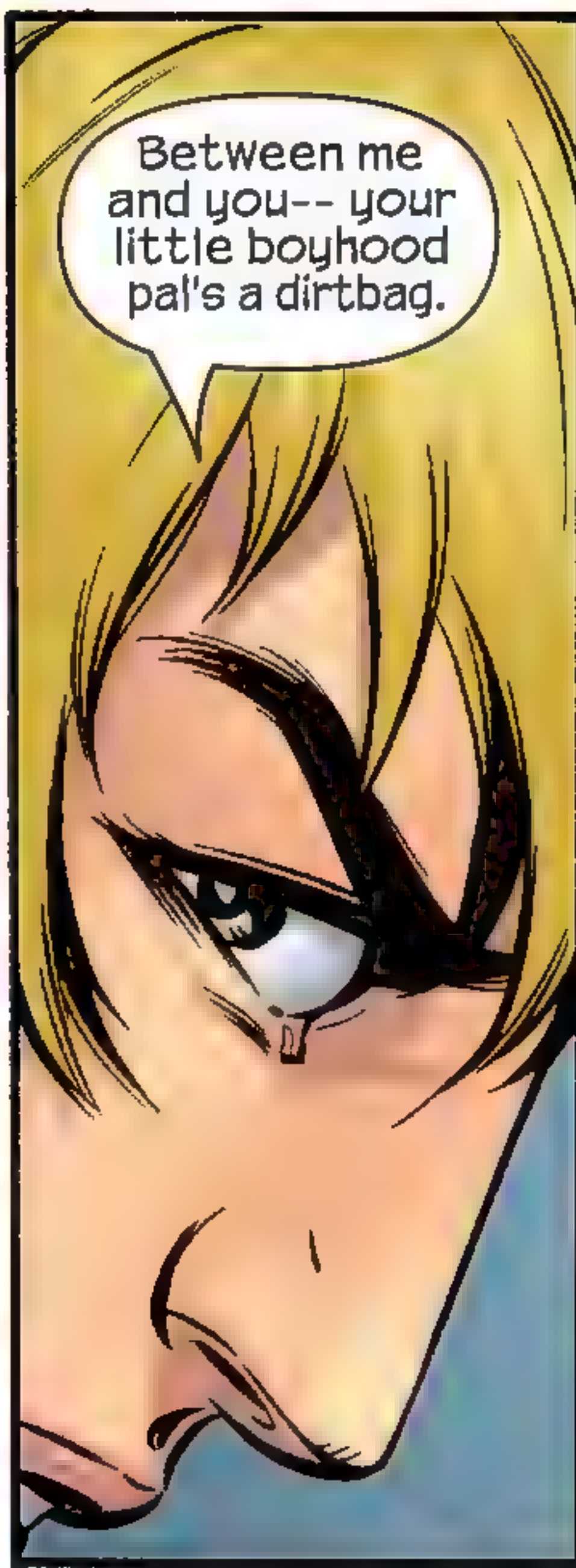
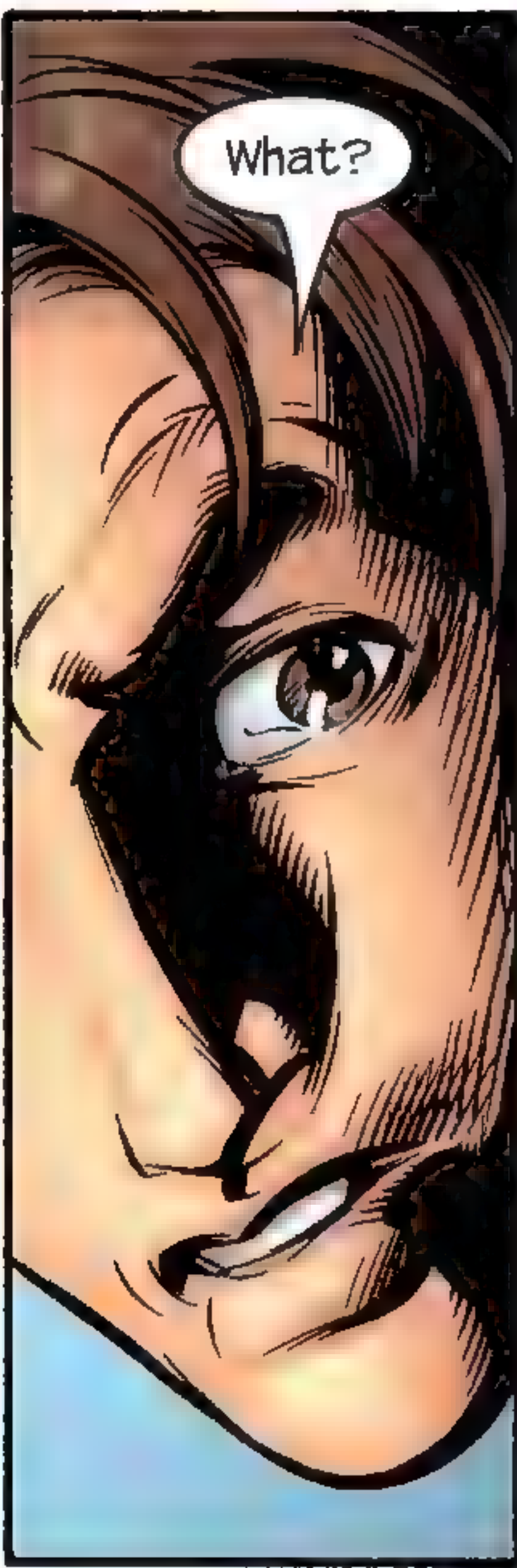
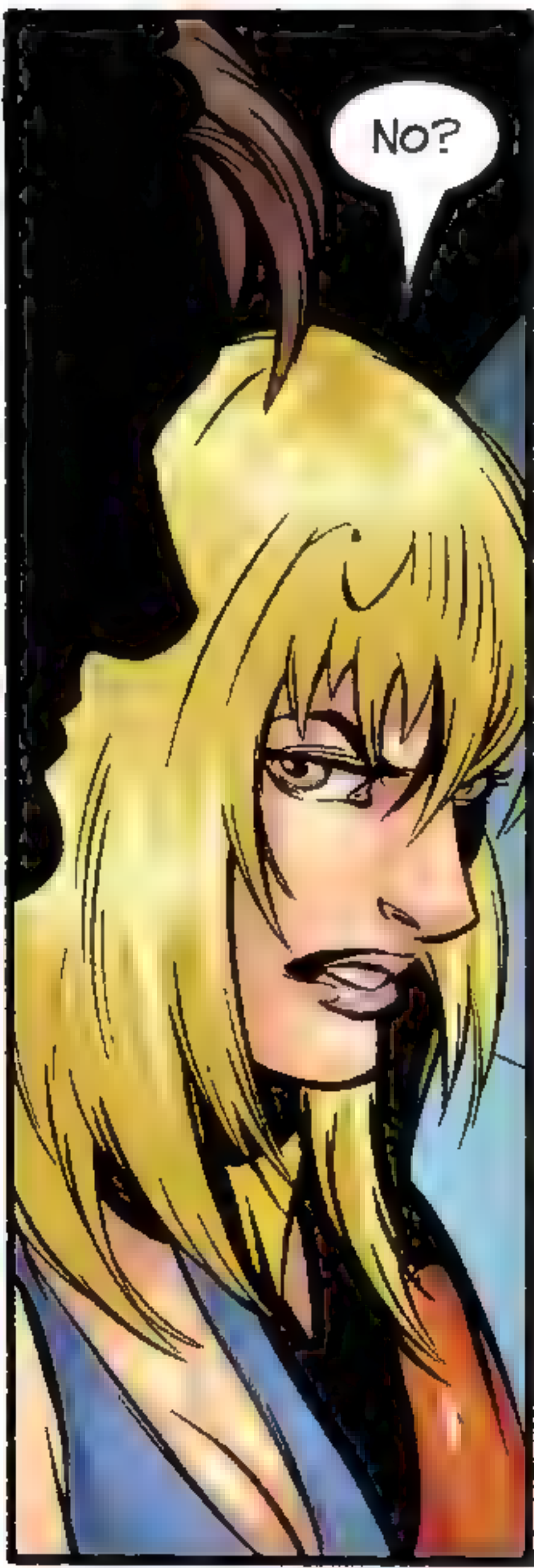


I gotta-- I gotta ingest this.











And when I said, "No, get the hell off me..."

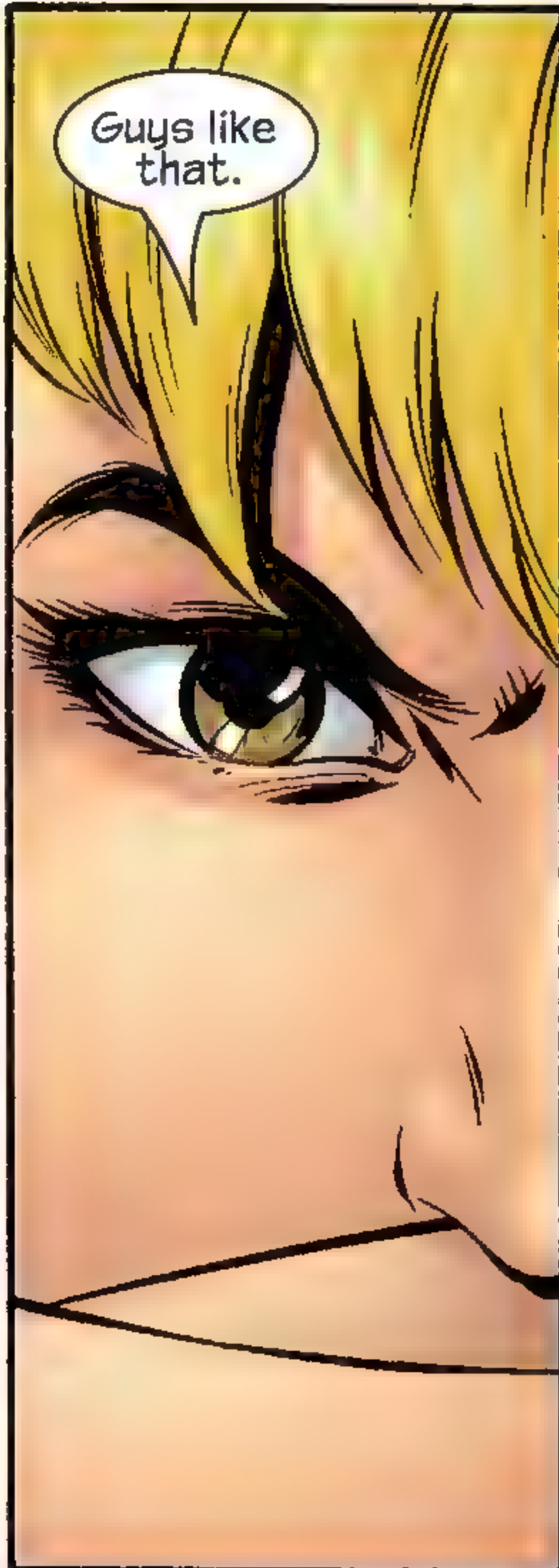
He didn't kick me out-- but he might as well have.

What a scuzball!

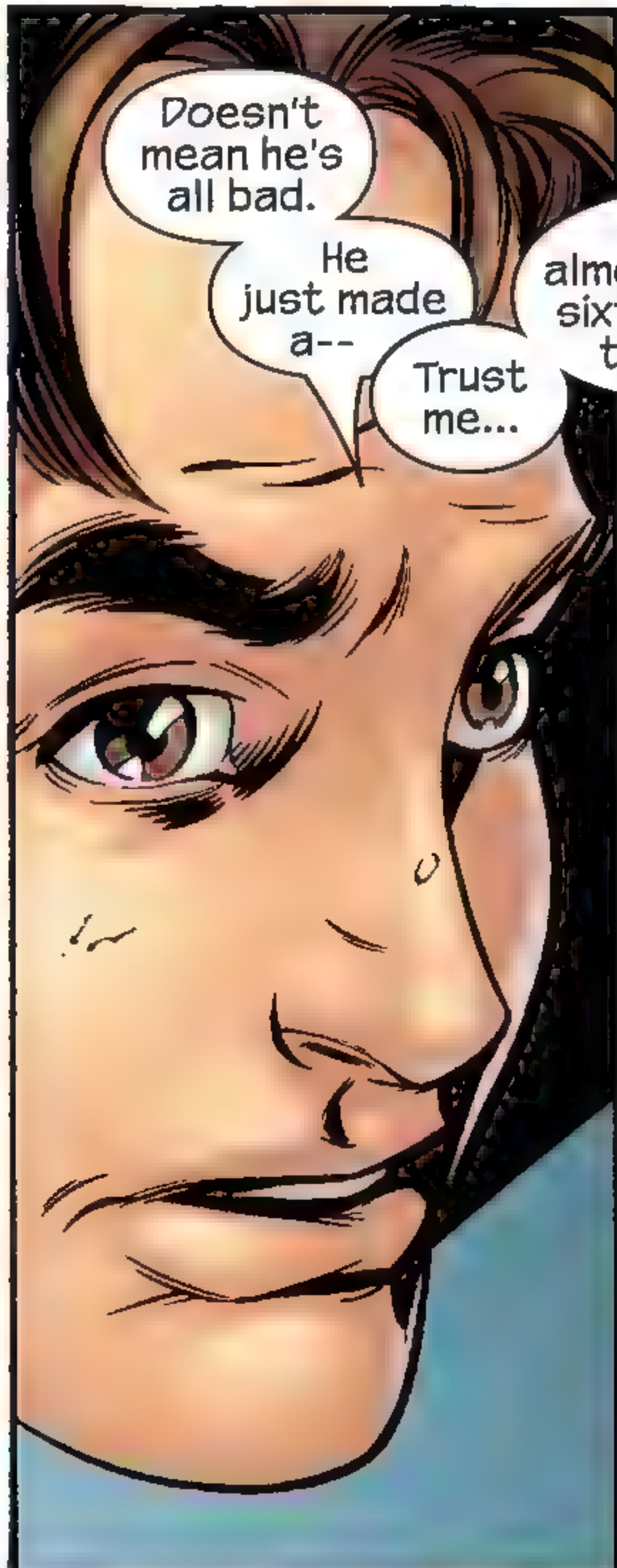


I'm just saying... I know he's your old childhood buddy, but the guy's a herb.

I think he's mad at me anyhow, so who knows...



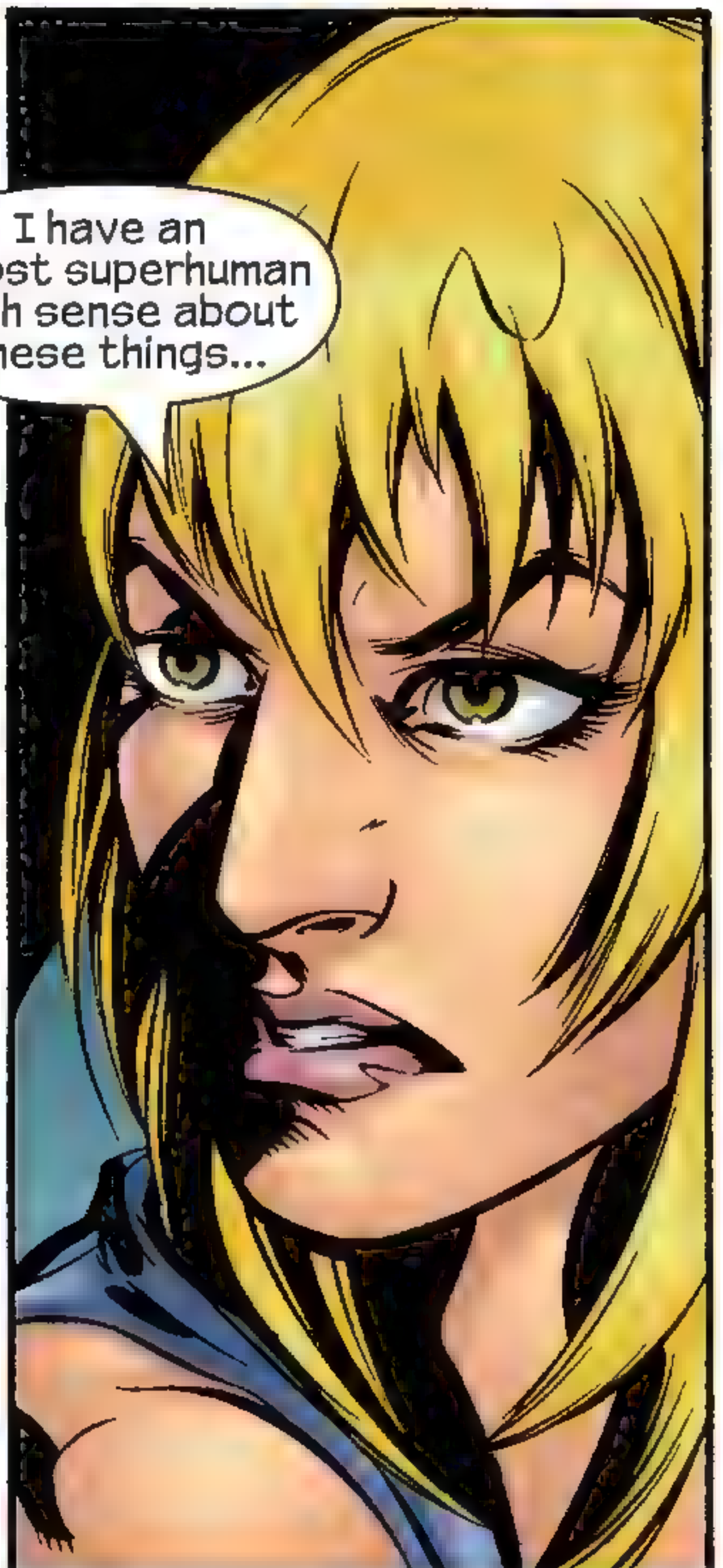
Guys like that.



Doesn't mean he's all bad.

He just made a--

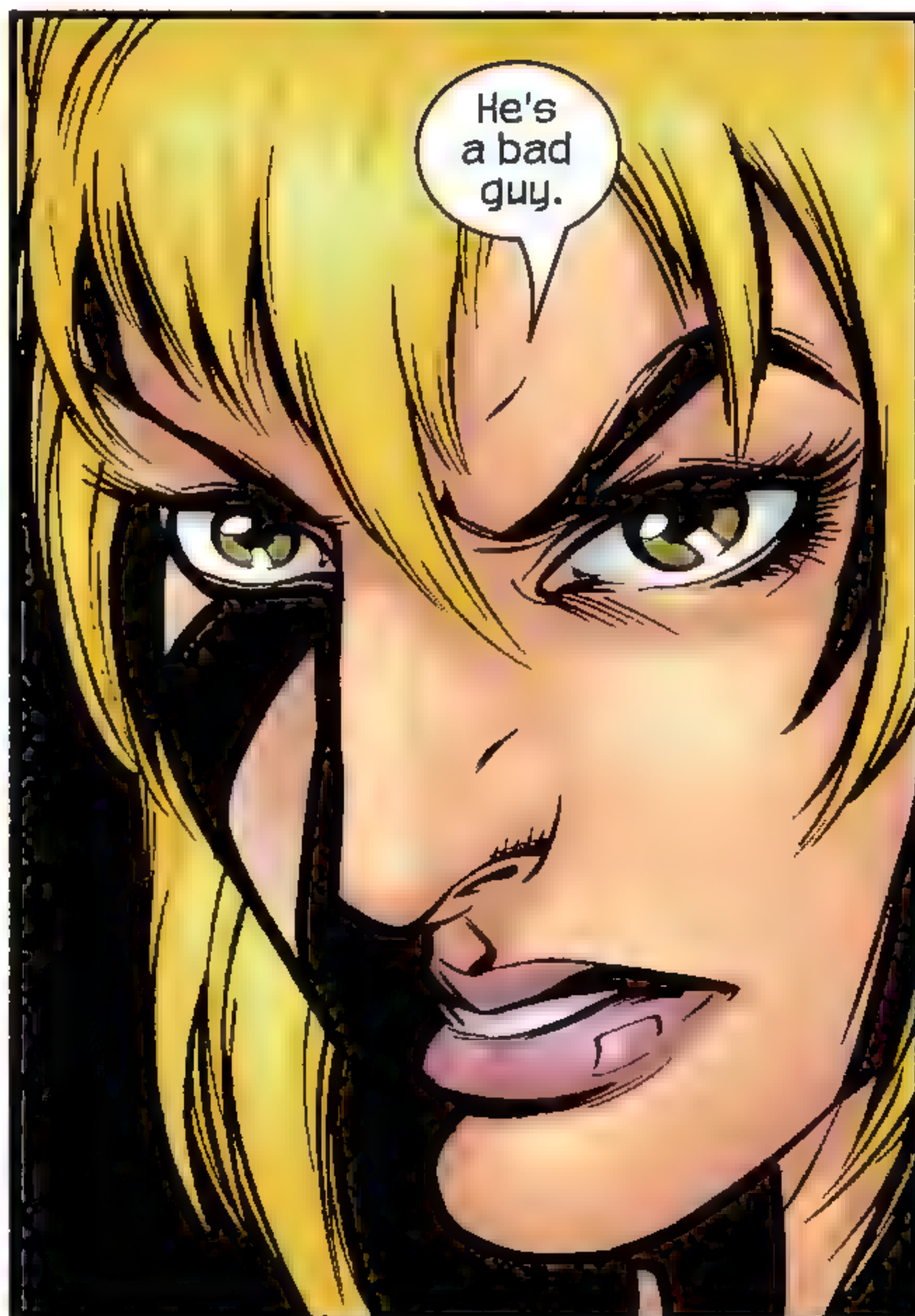
Trust me...



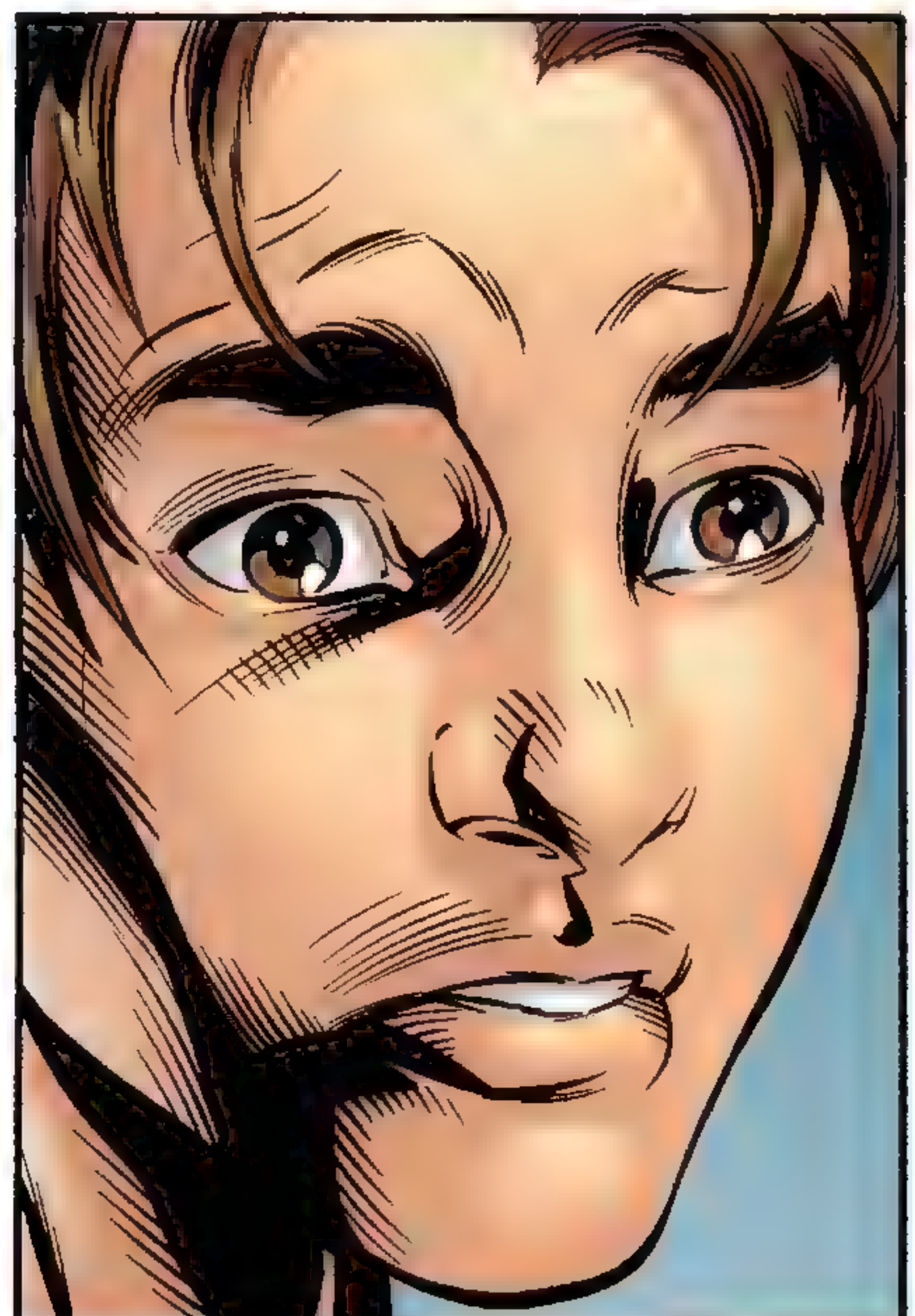
I have an almost superhuman sixth sense about these things...

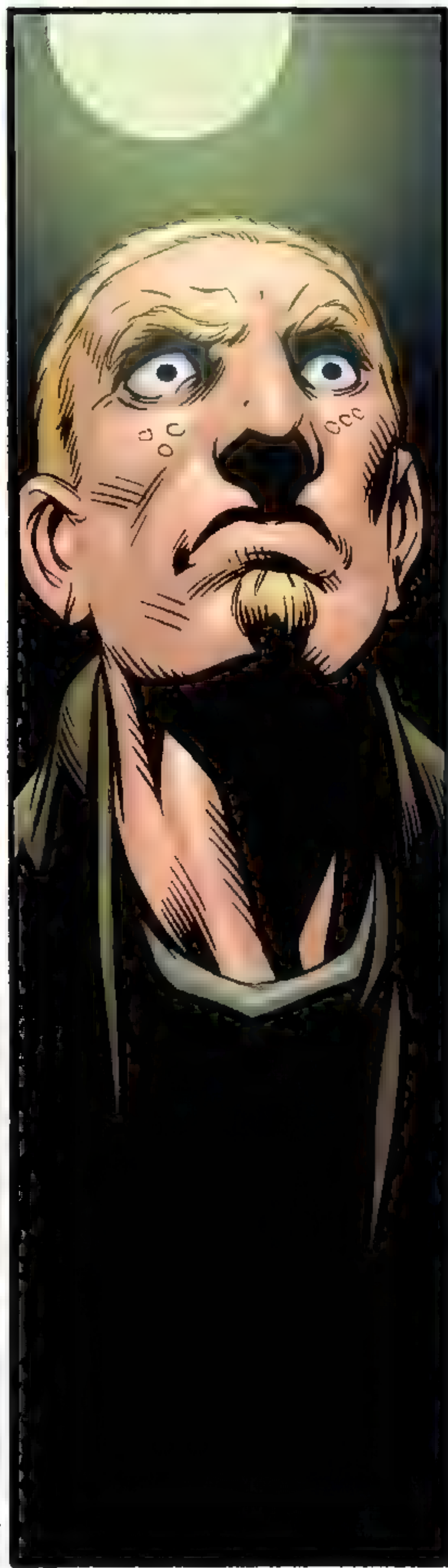
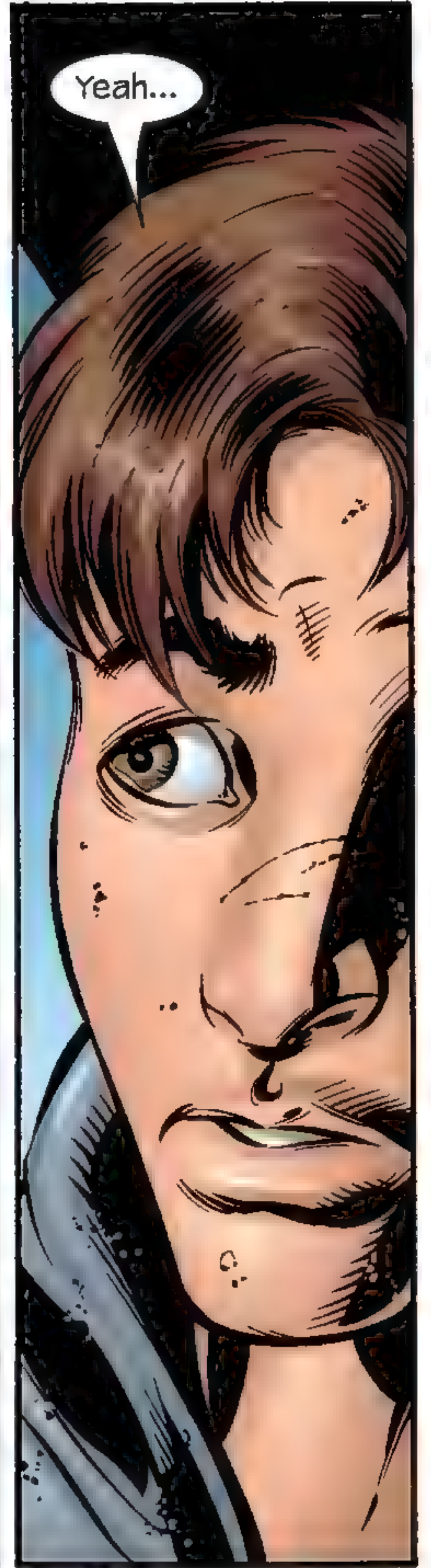
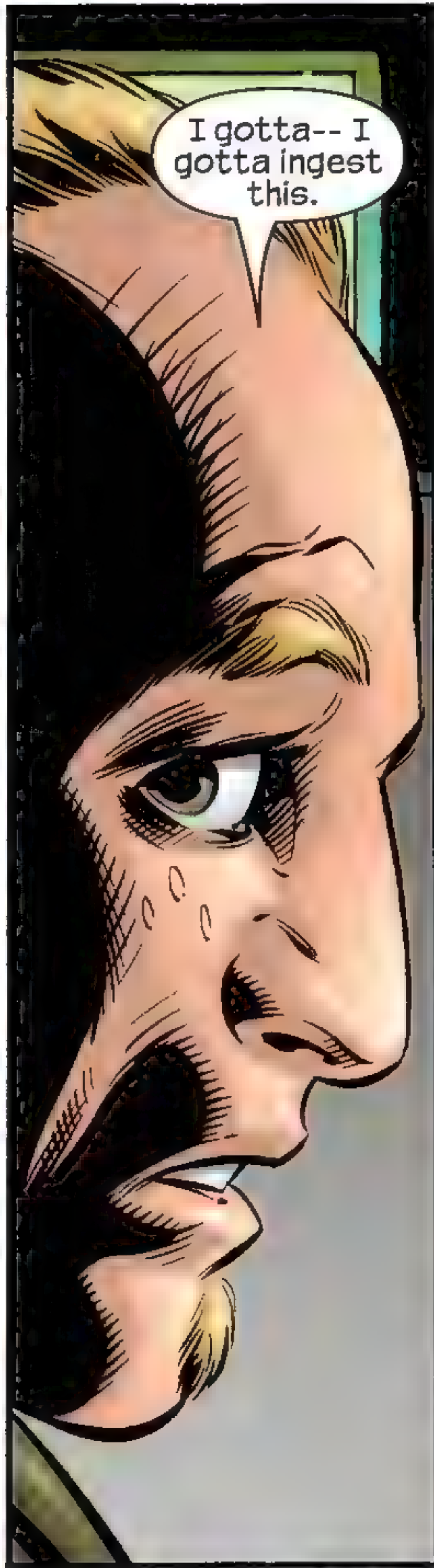


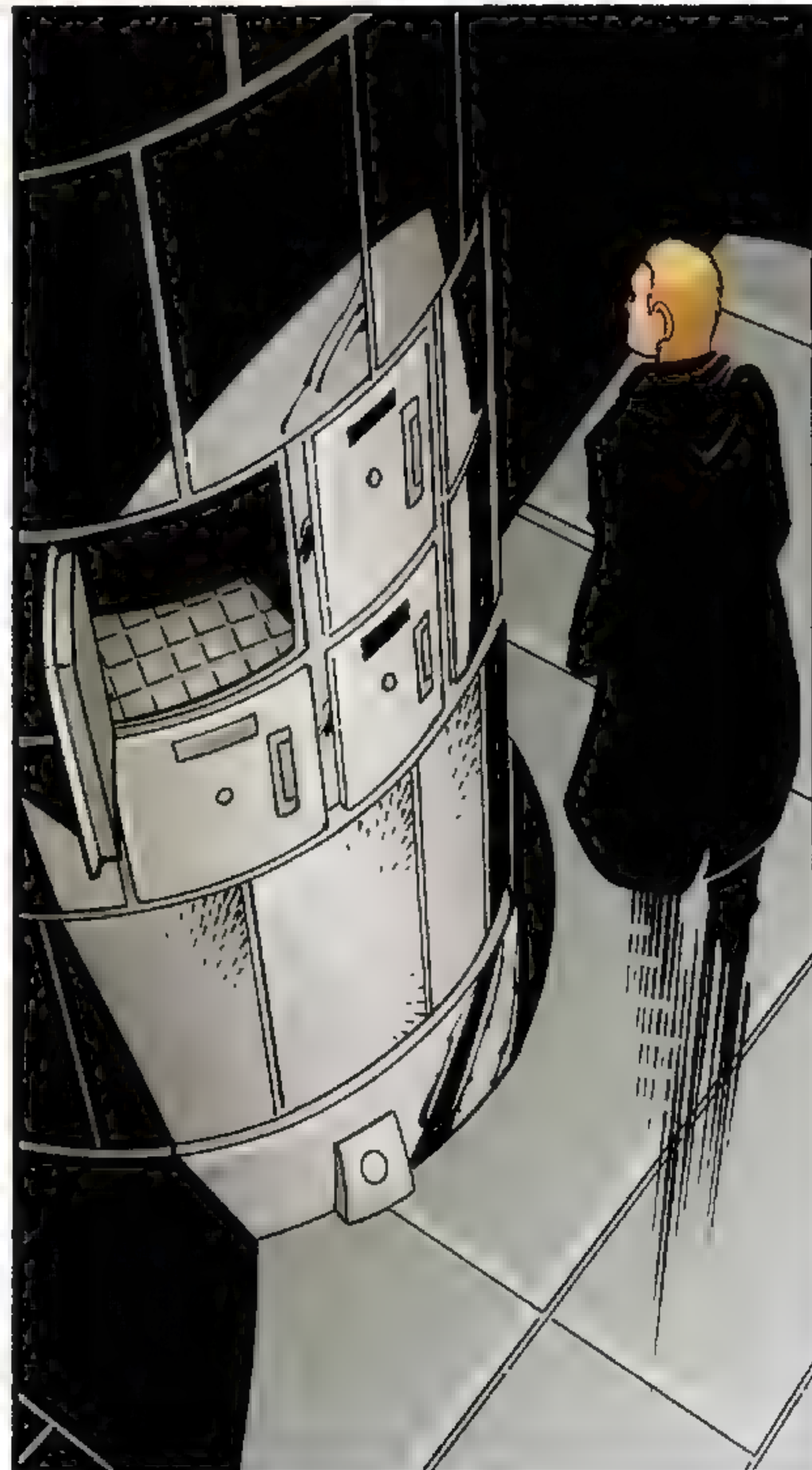
Oh, really...

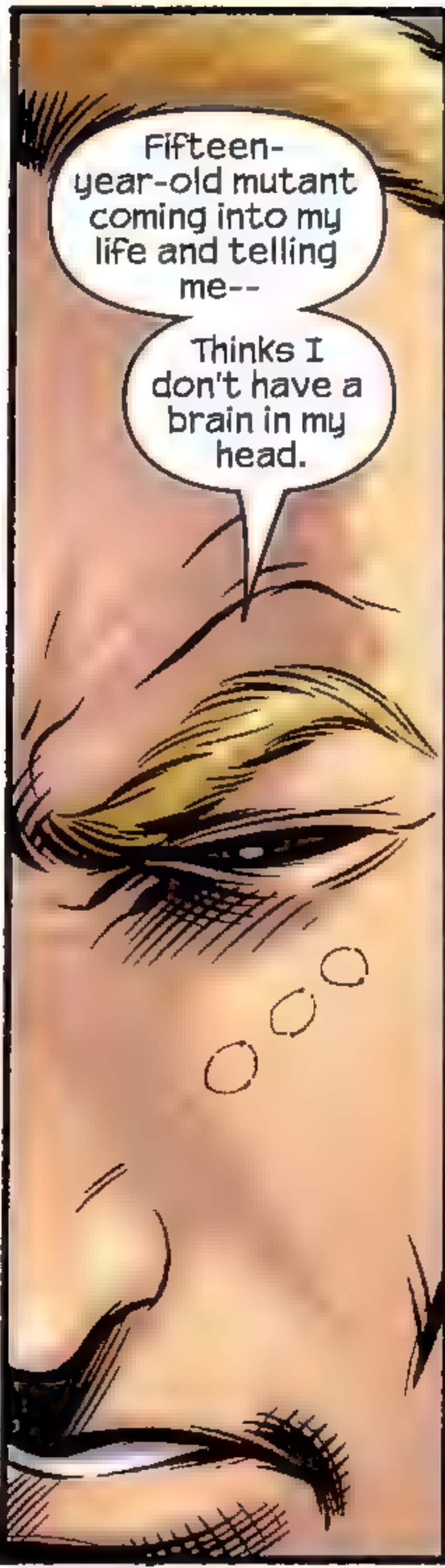


He's a bad guy.









Fifteen-year-old mutant coming into my life and telling me--

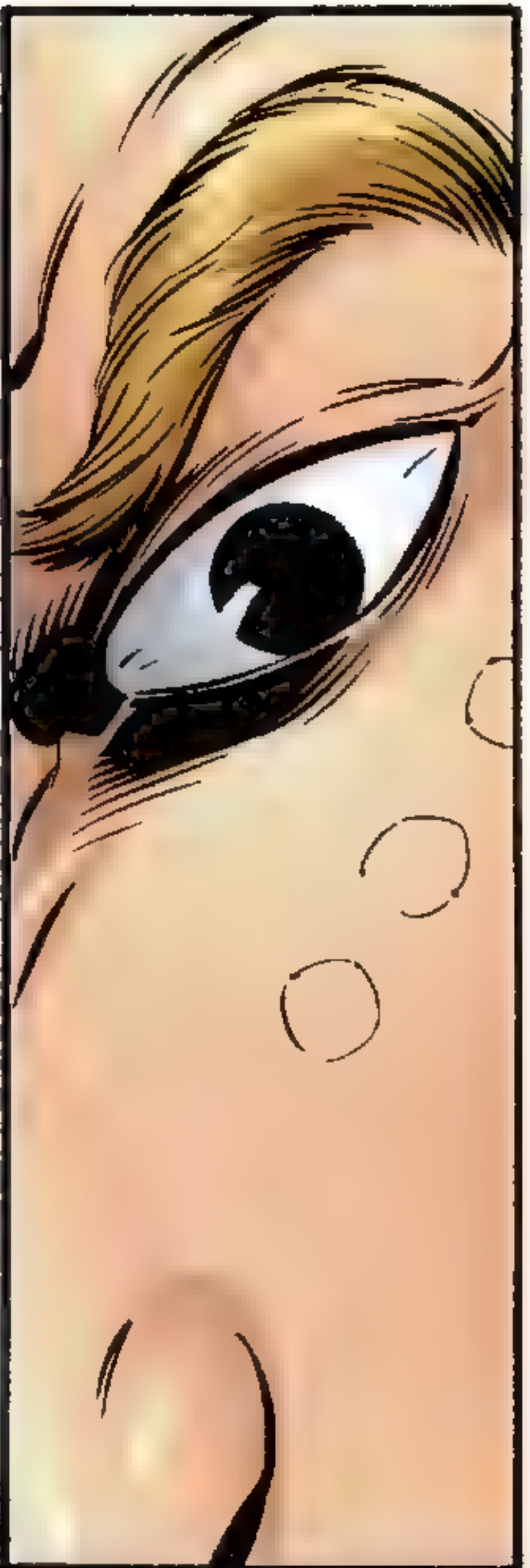
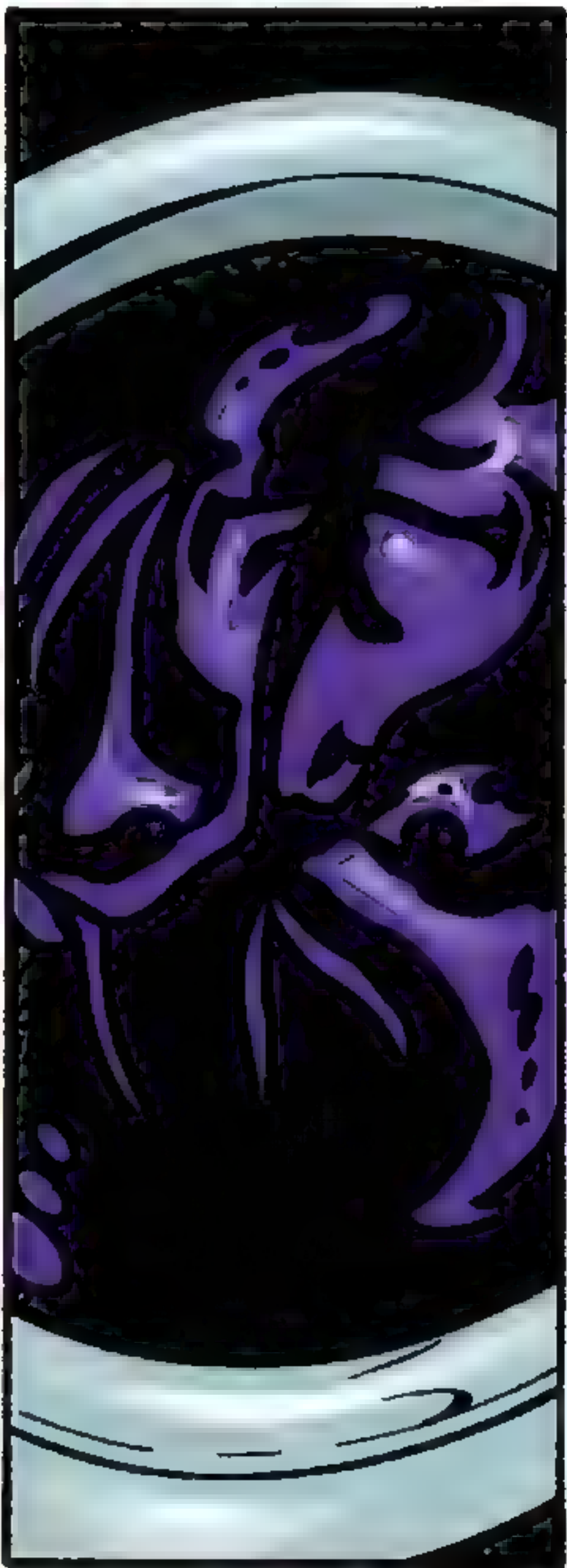
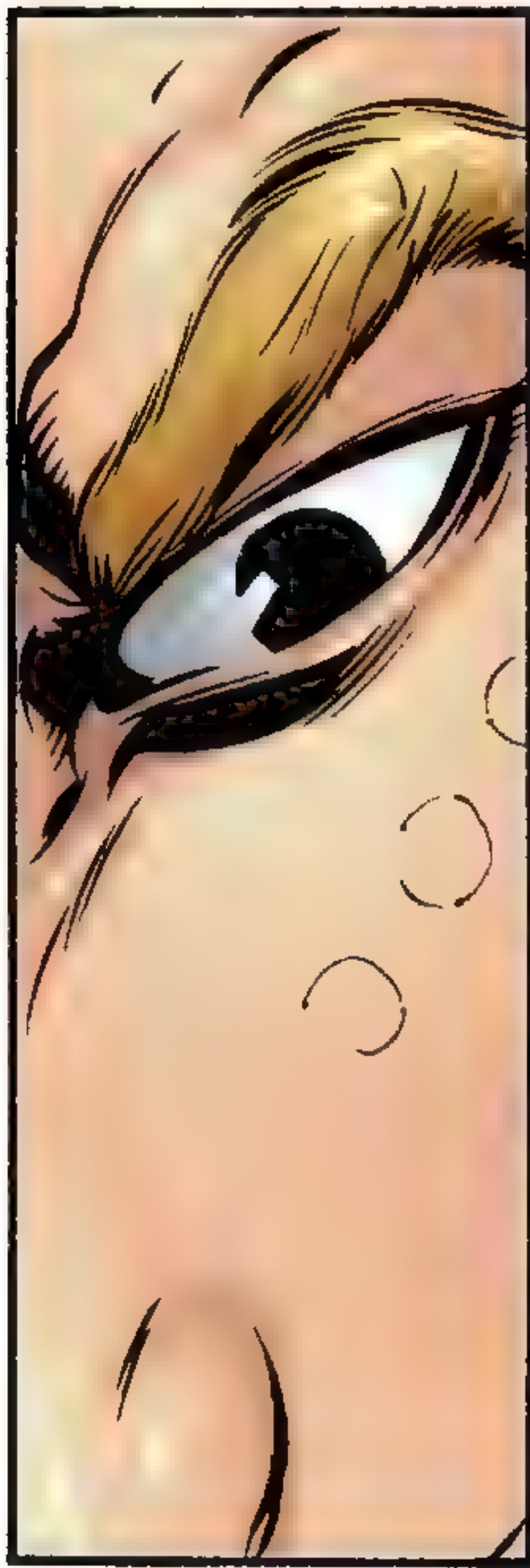
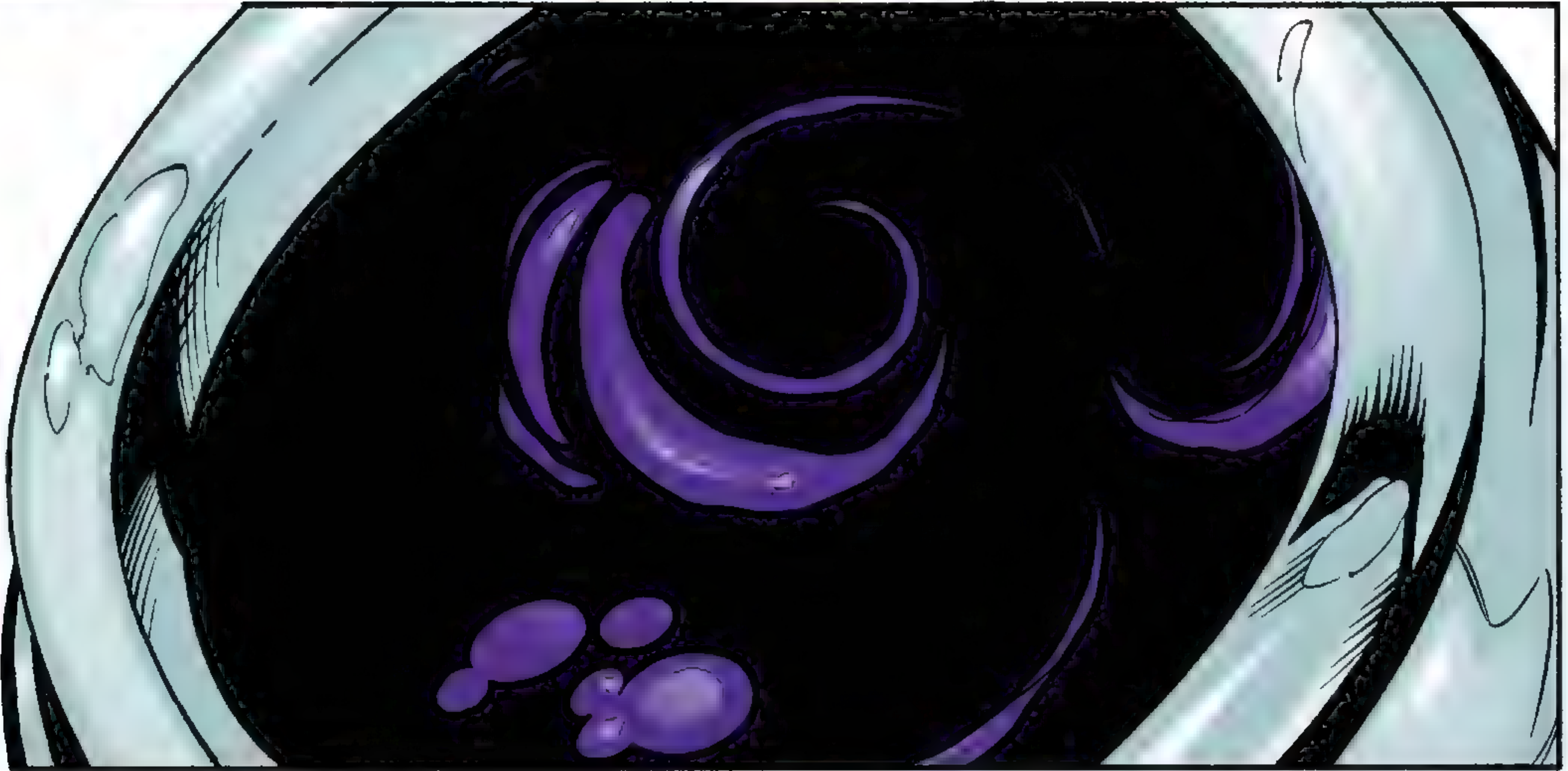
Thinks I don't have a brain in my head.



It's an ongoing experiment, you toddler. You keep the specimens separate.

Separate, so you can keep your figures straight.

Guess they didn't get to that in high school bio yet.



ULTIMATE

SPIDER-MAN[®]

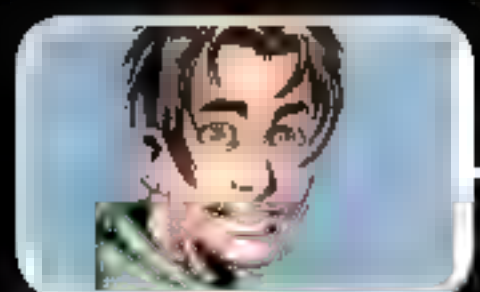
ISSUE
37

STILL

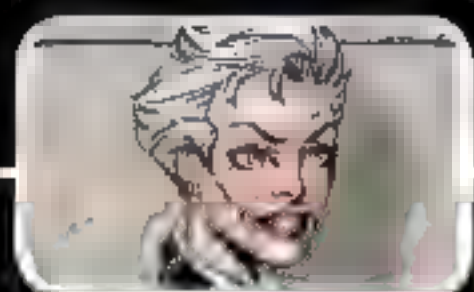


BENDIS
BAGLEY
THIBERT

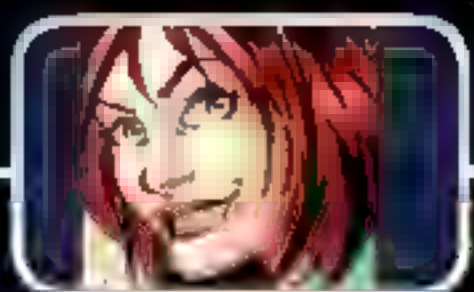
MARVEL[®]



Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

STILL

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter visits college student Eddie Brock, a childhood friend and the son of his father's scientific colleague. Eddie shows Peter an experiment that their fathers were working on right before their deaths: a black liquid that can transform into a protoplasmic bodysuit, curing any illness and enhancing the wearer's strength and abilities.

Vowing to complete his father's work and find a way to use the suit to cure cancer, Peter secretly removes a sample of the murky liquid from Eddie's college laboratory. But when he gets a drop on his skin, he is encased in a living black costume that expands his powers and renders him nearly unstoppable!

At first, Peter is intoxicated by his new powers, but things turn sour when the suit nearly drives him to kill. He manages to fight free of the suit's influence, but he is left exhausted and ashamed. He confesses to Eddie that he used the suit, then destroys the sample by throwing it into a smokestack. Unknown to Peter, however, Eddie has his own sample of the liquid hidden away...



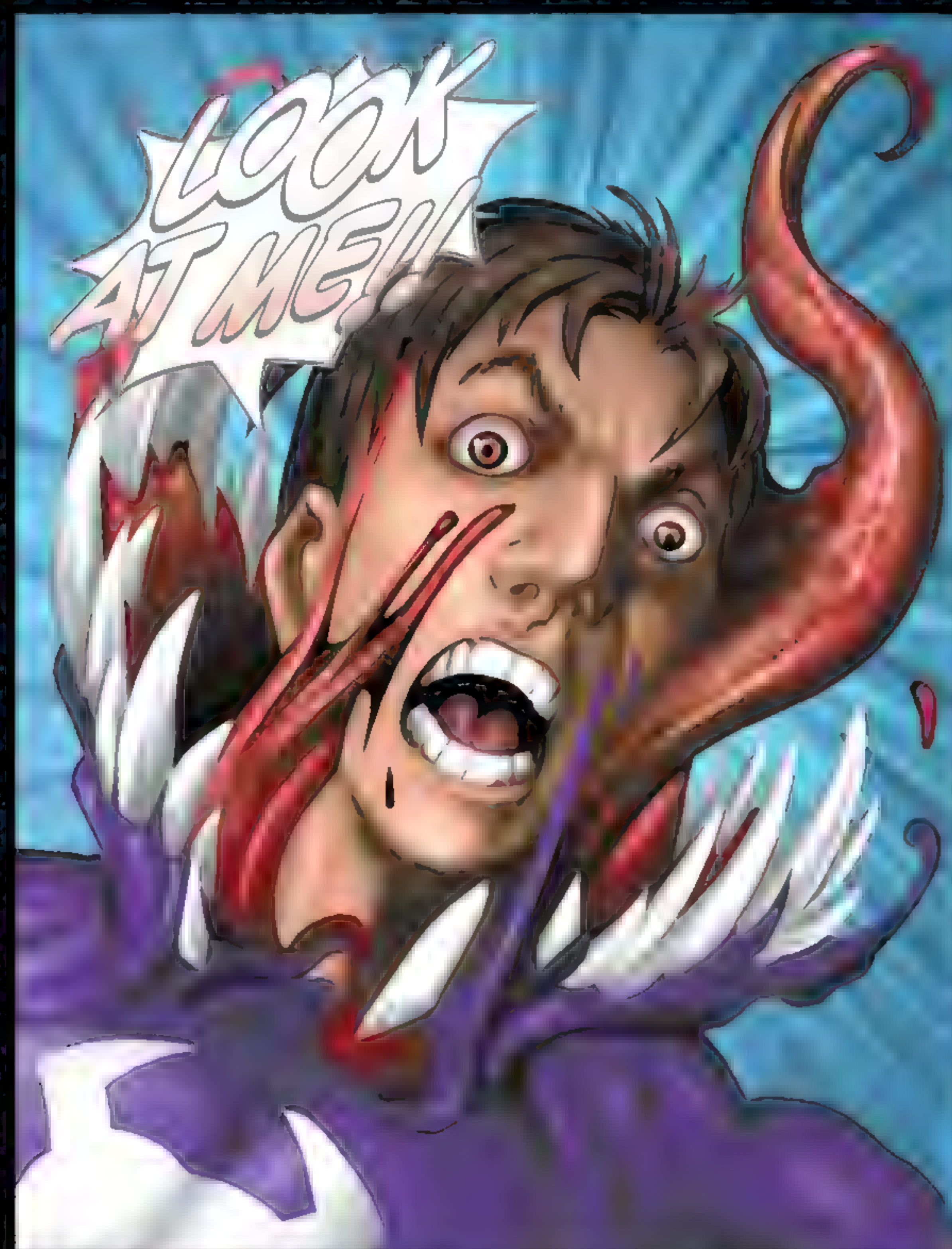
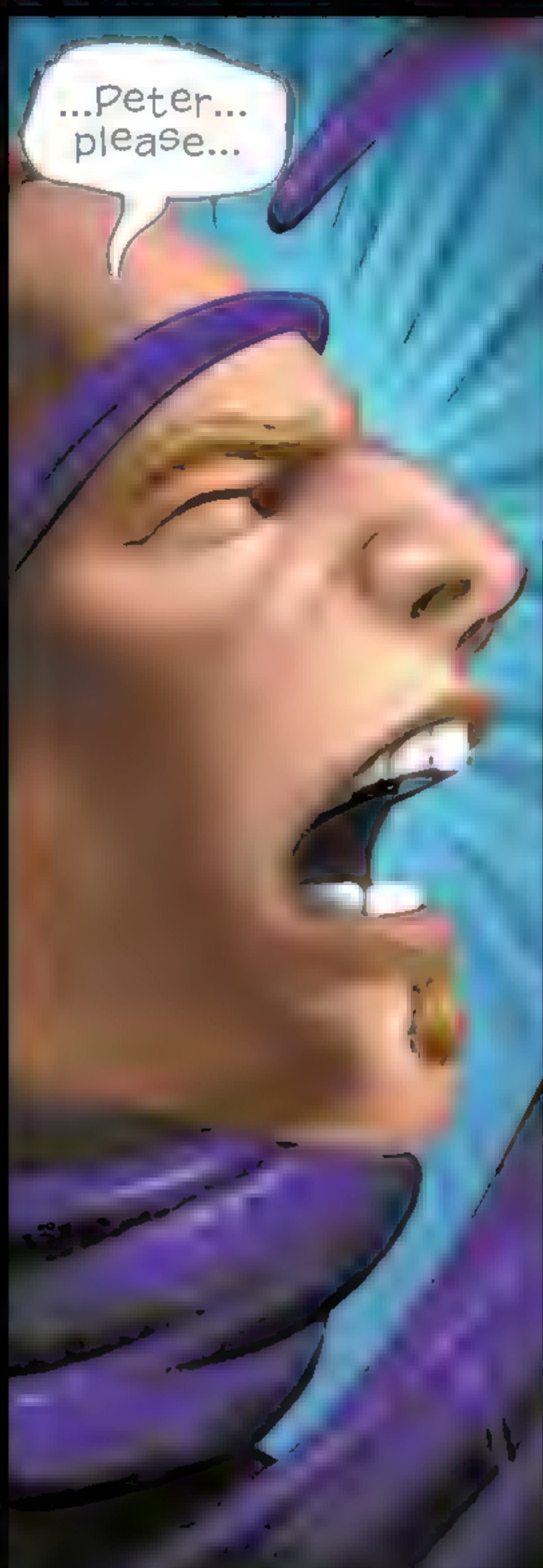
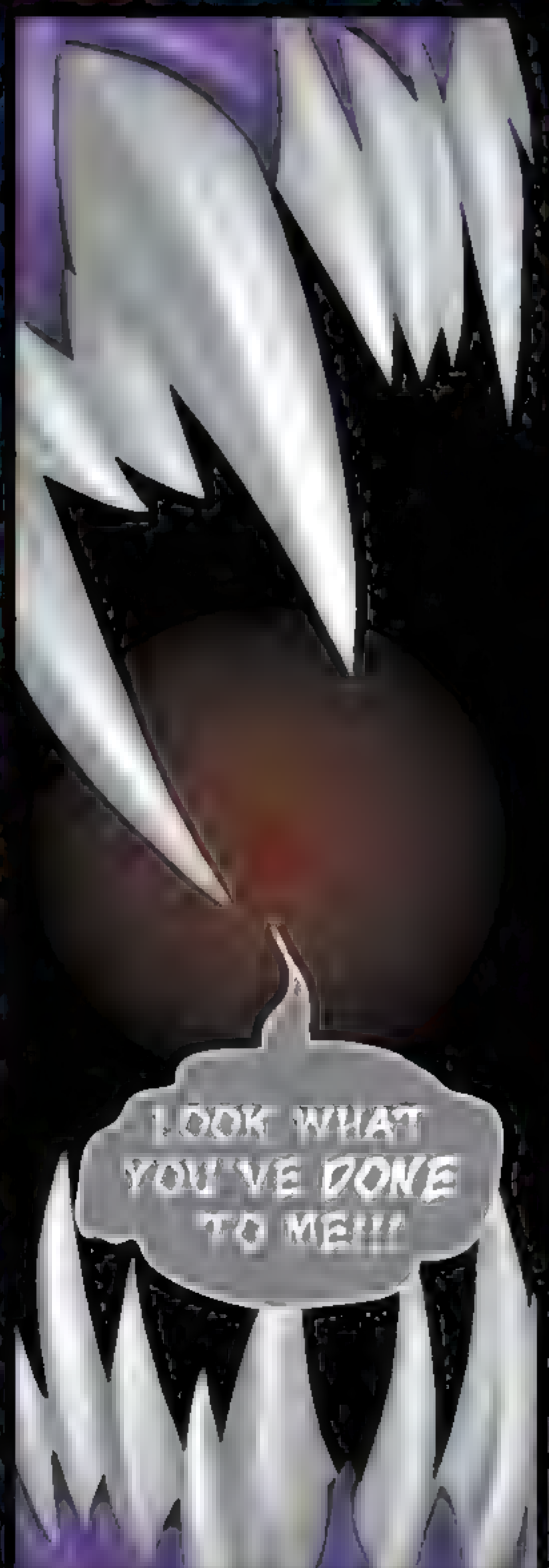
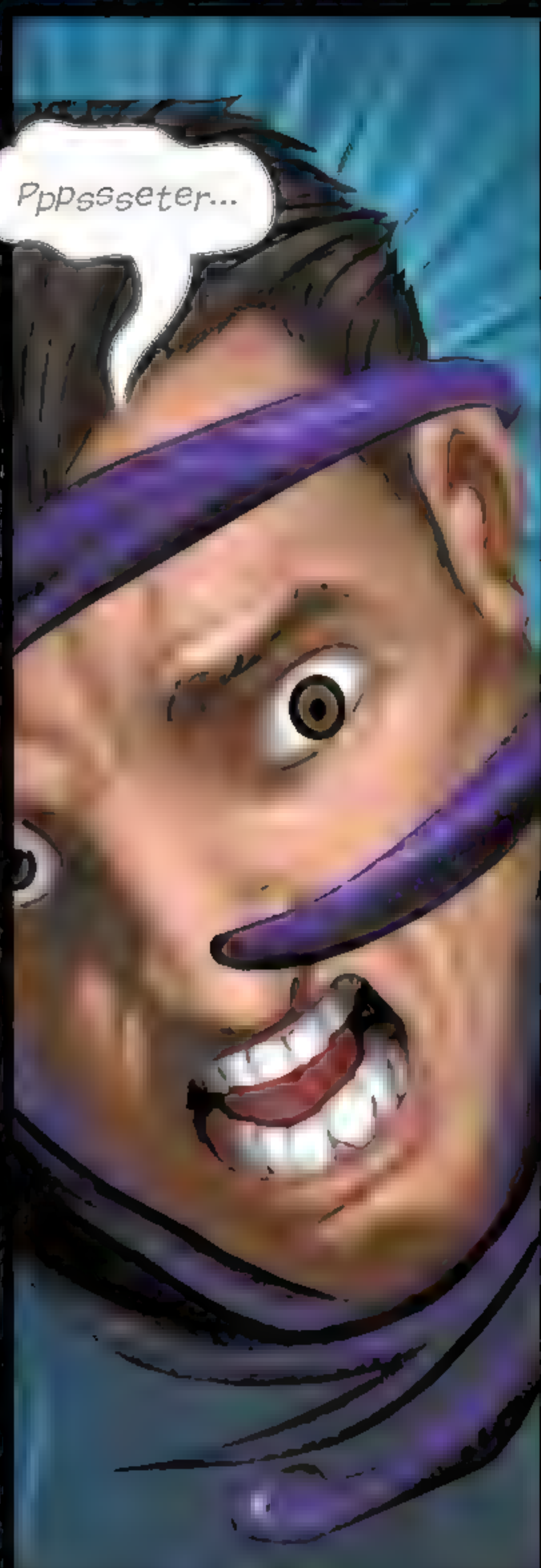
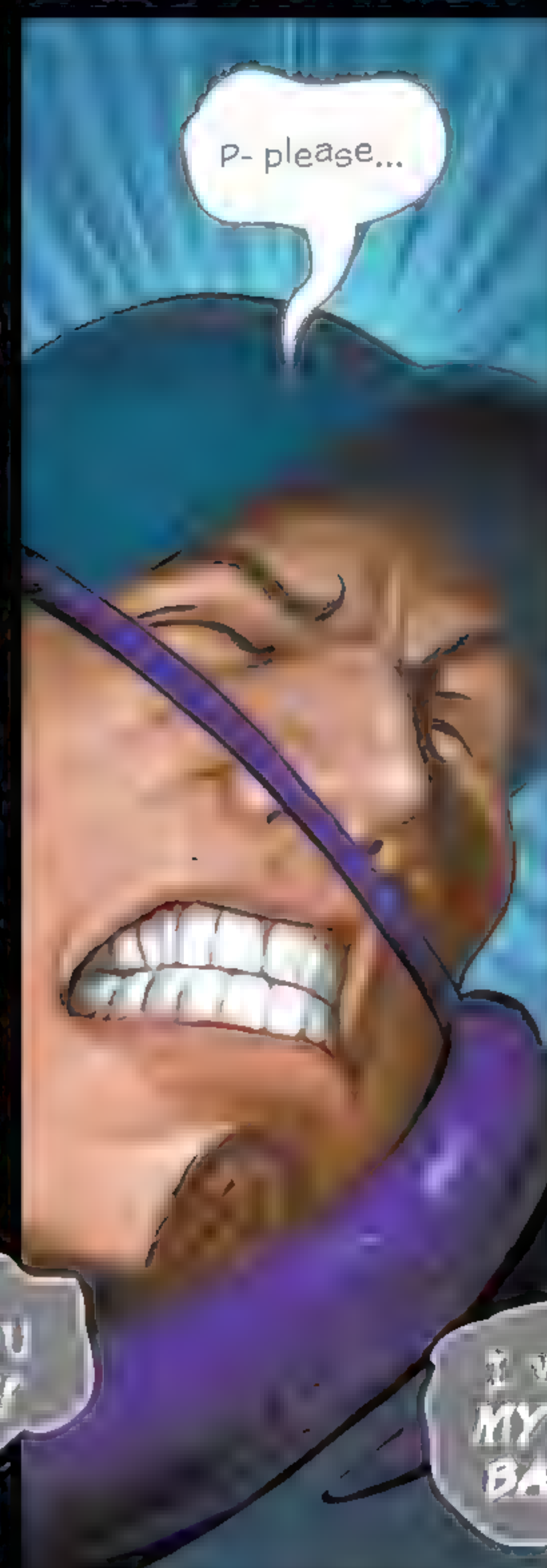
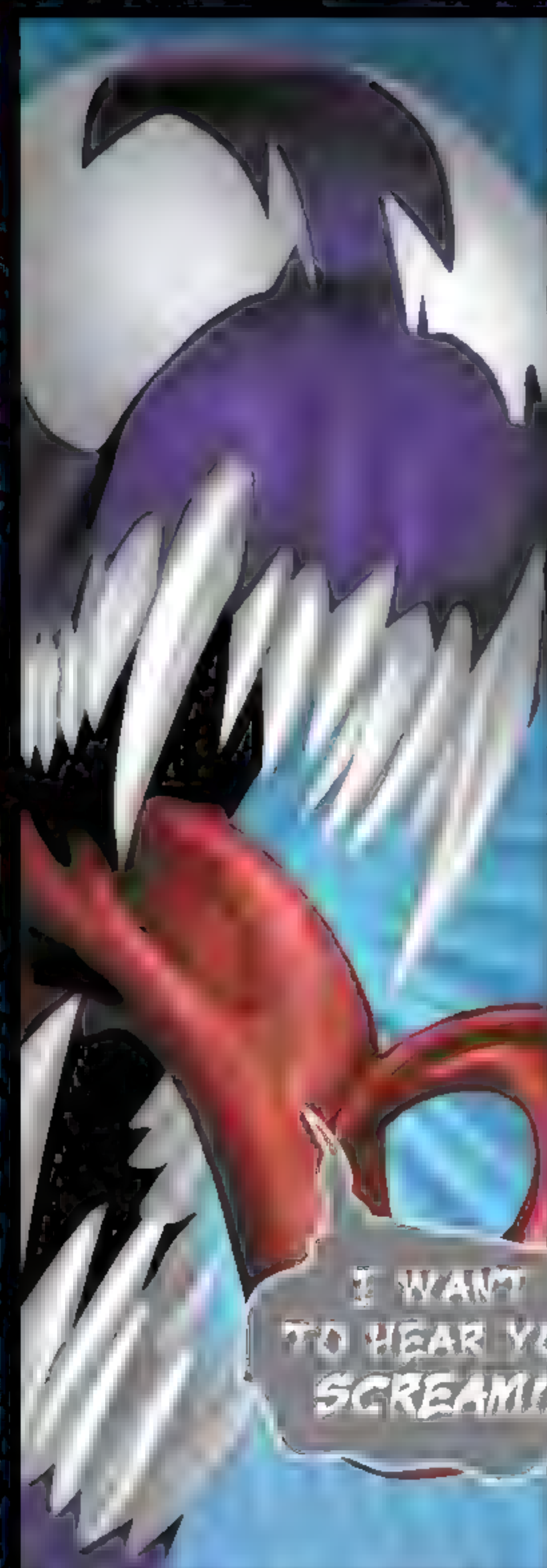
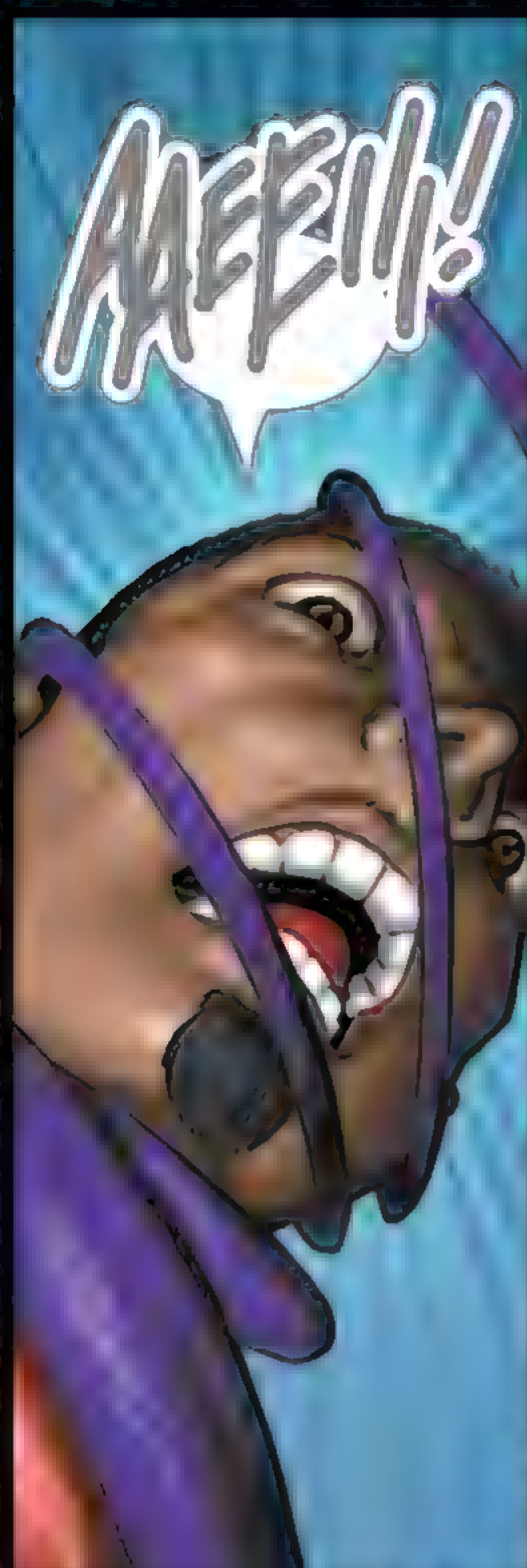
STAN LEE PRESENTS: ULTIMATE SPIDER-MAN

Brian Michael Bendis *story*
pencils Mark Bagley *Art Thibert inks*

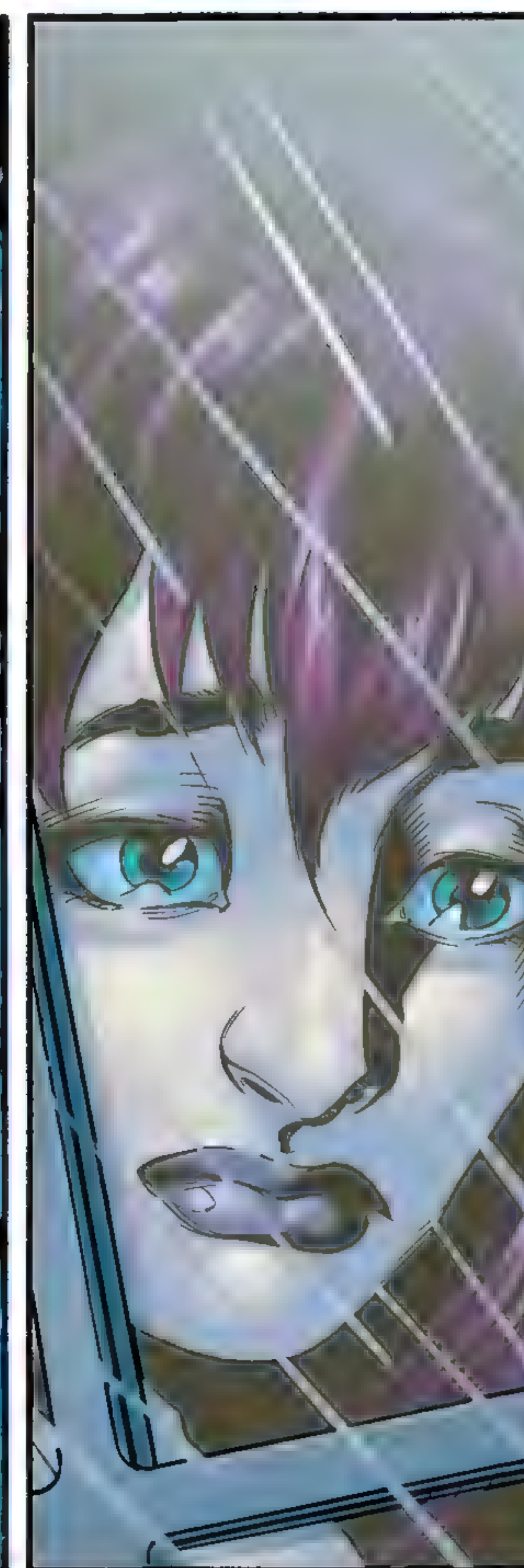
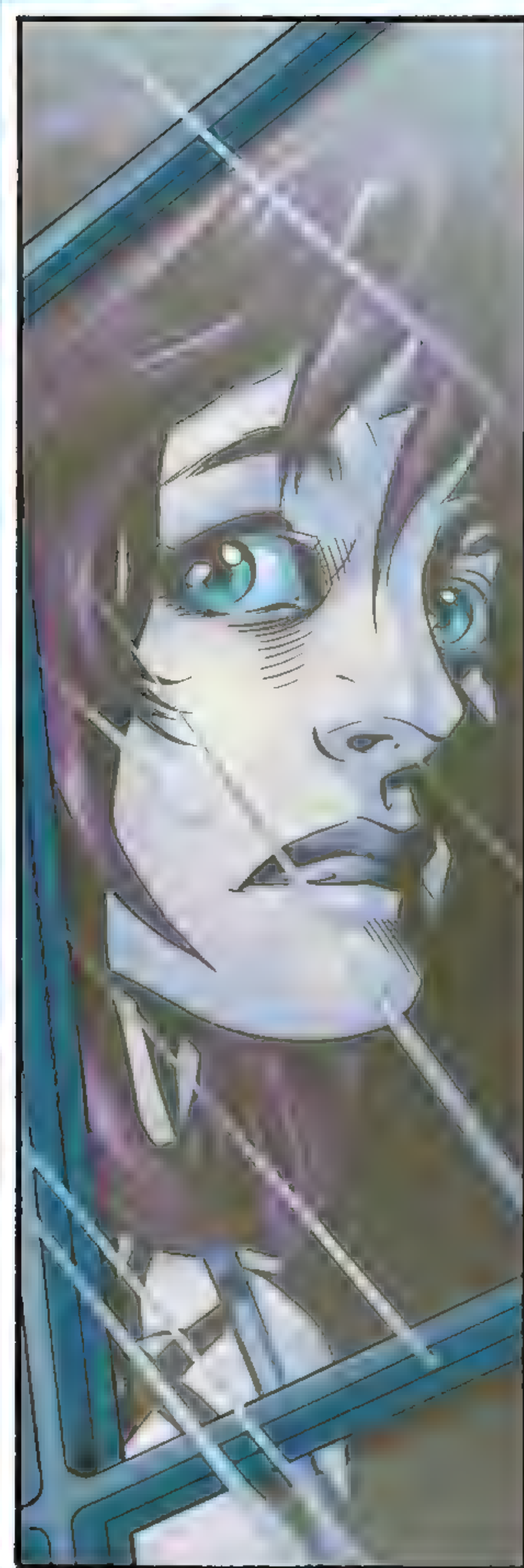
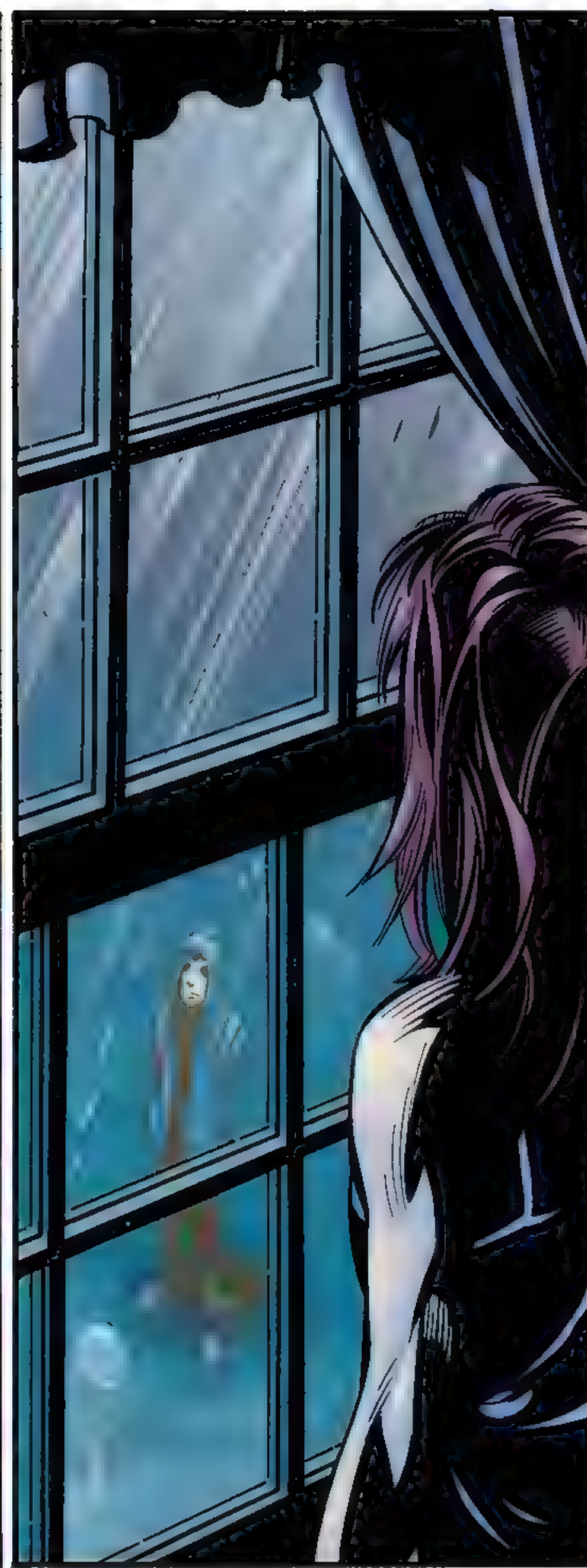
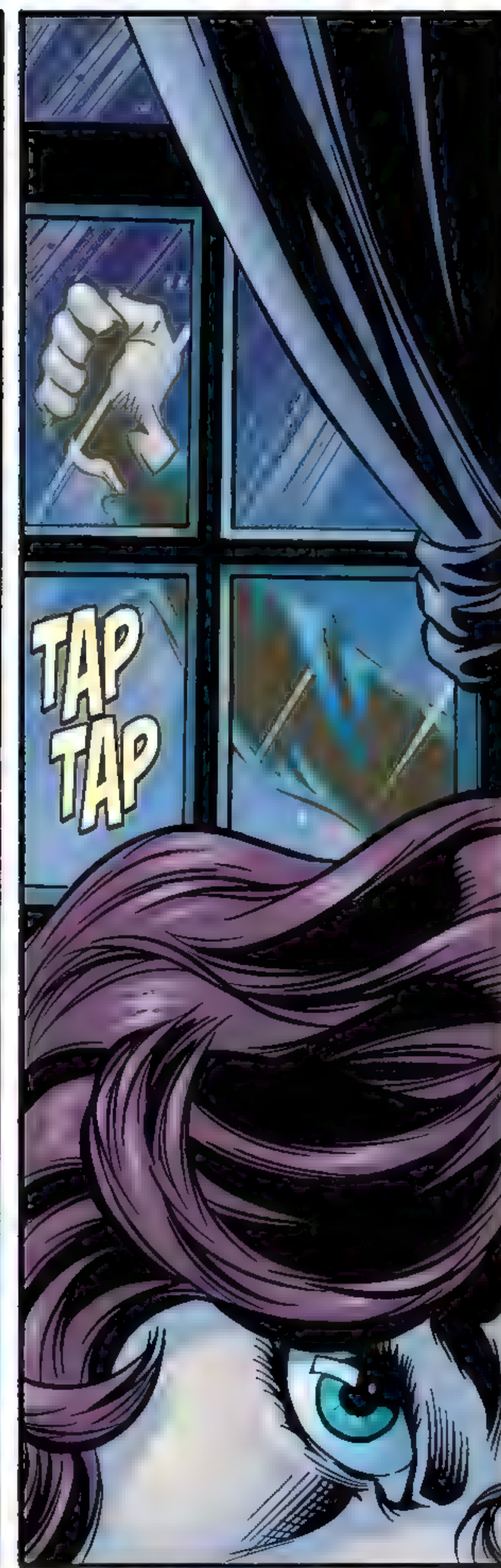
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Brian Smith *associate editor* Ralph Macchio *editor* Joe Quesada *editor in chief* Bill Jemas *president & inspiration*

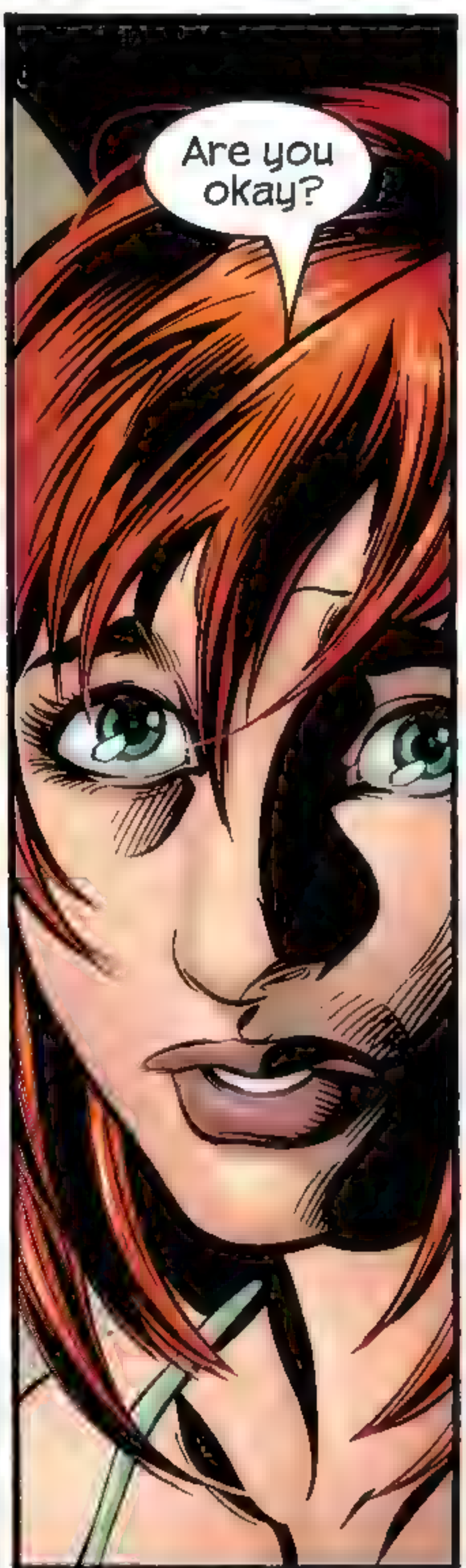
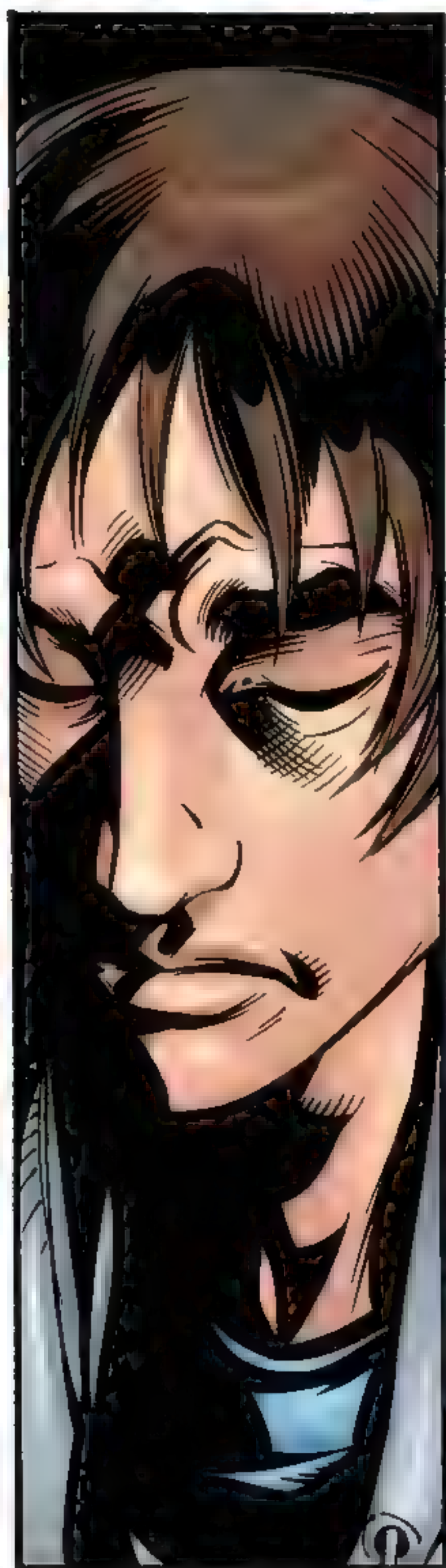
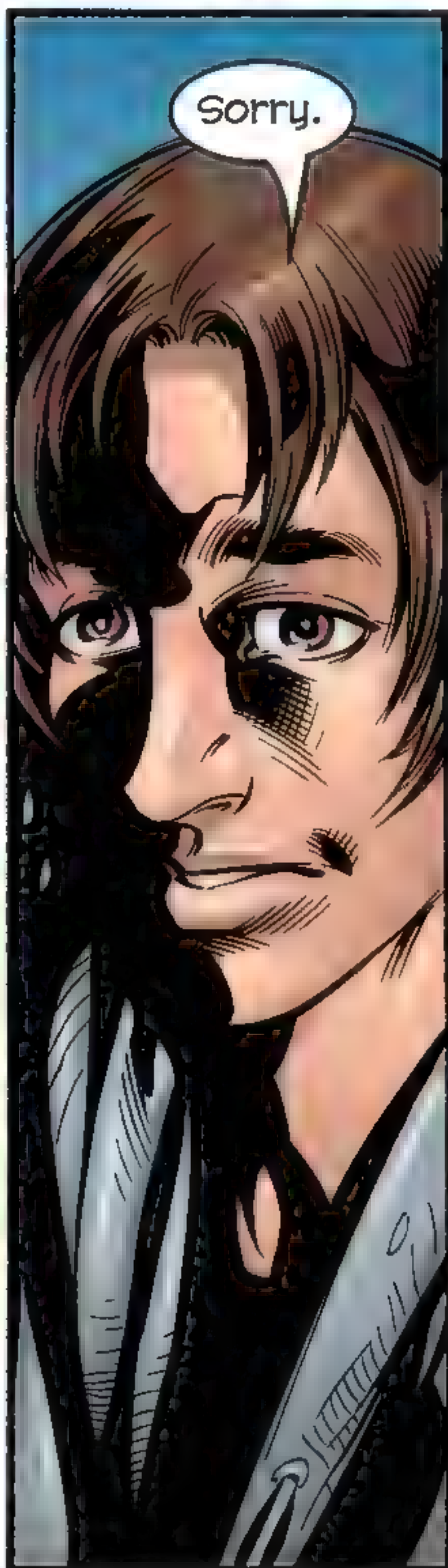
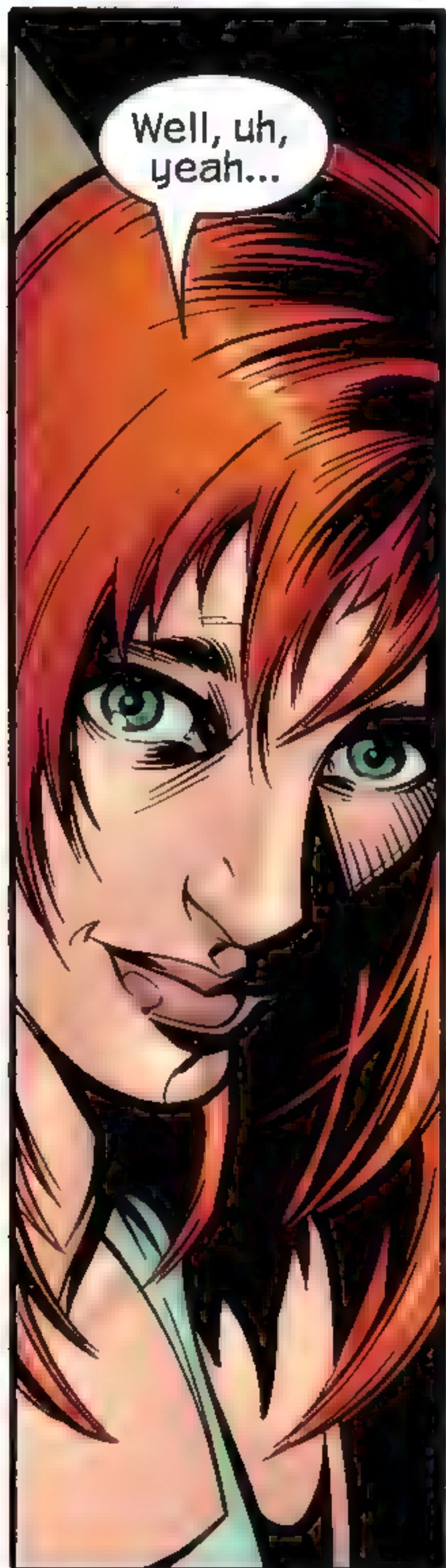
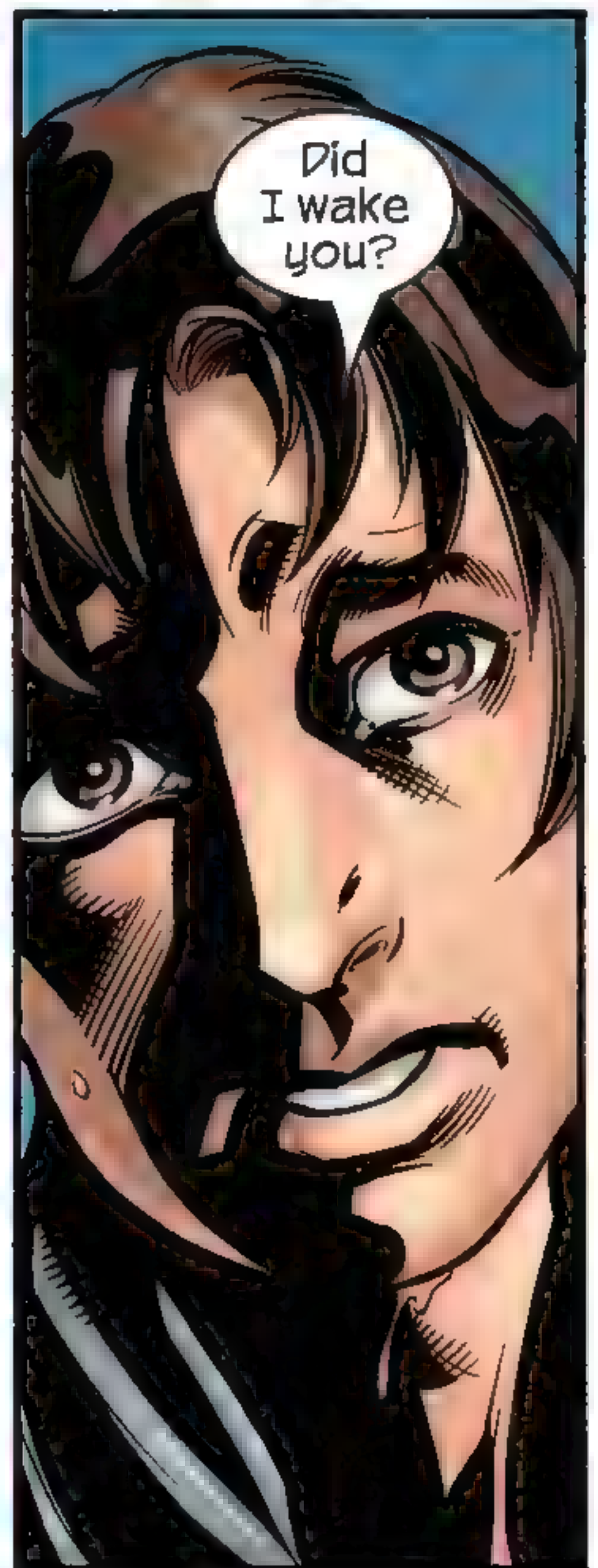
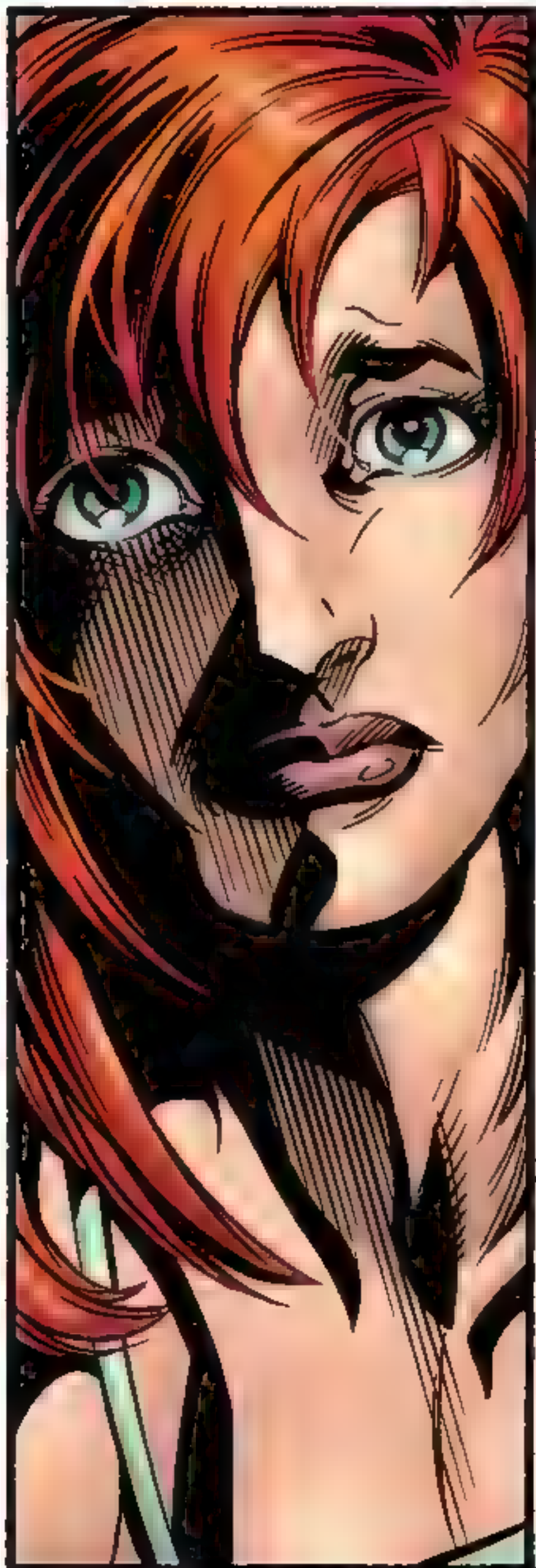
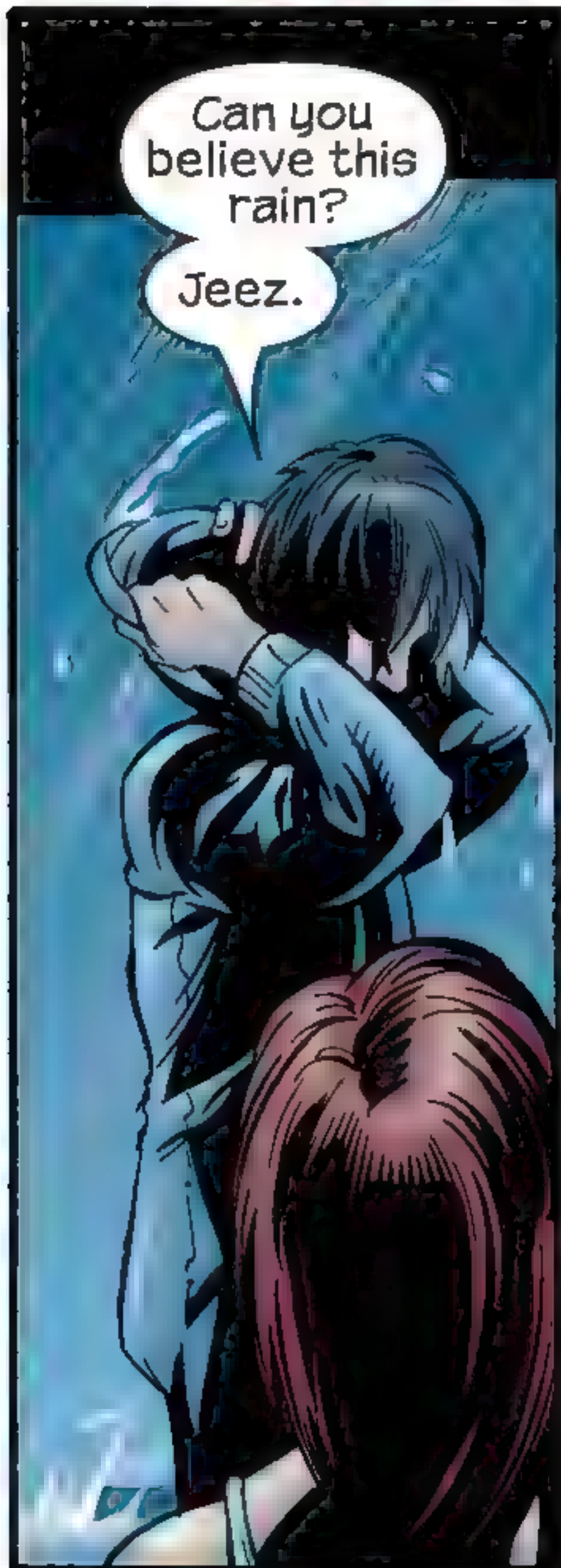
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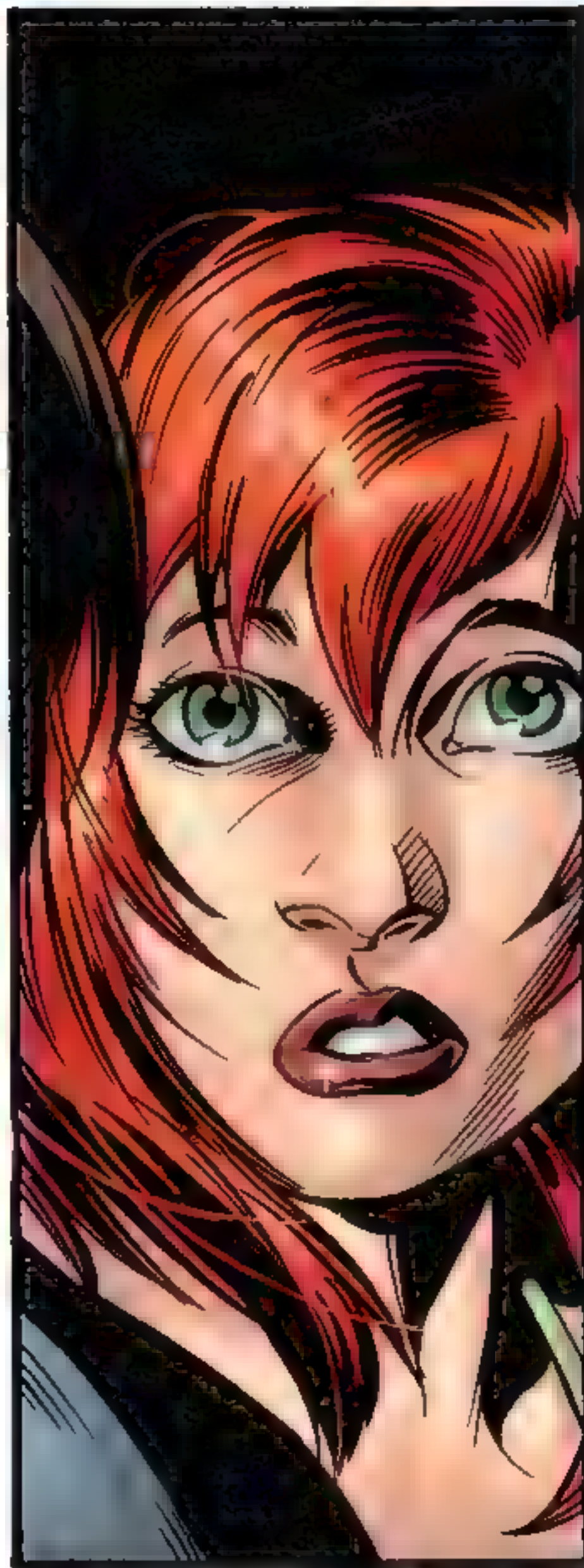
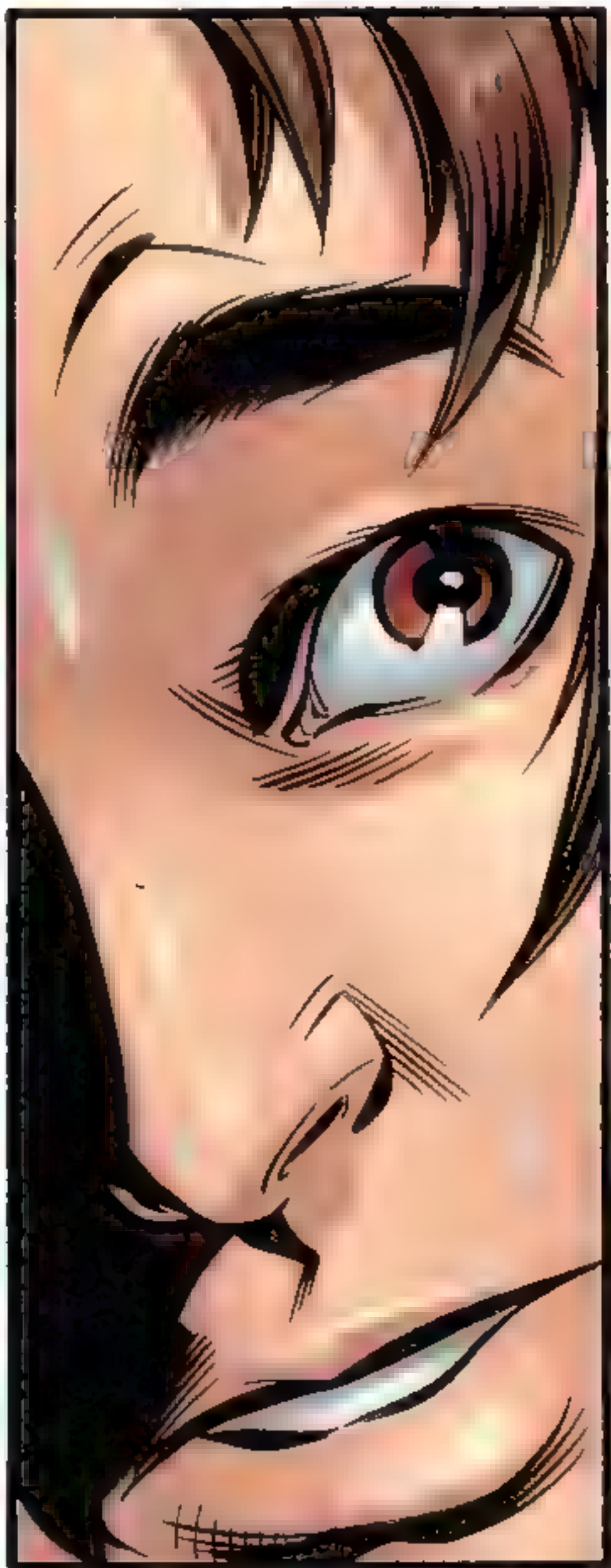
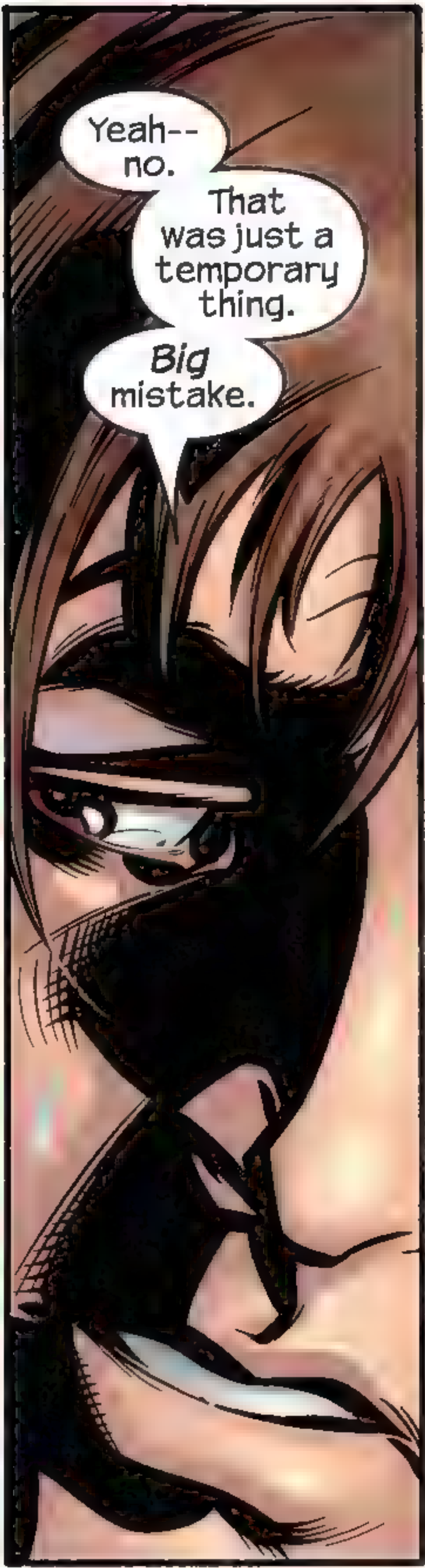
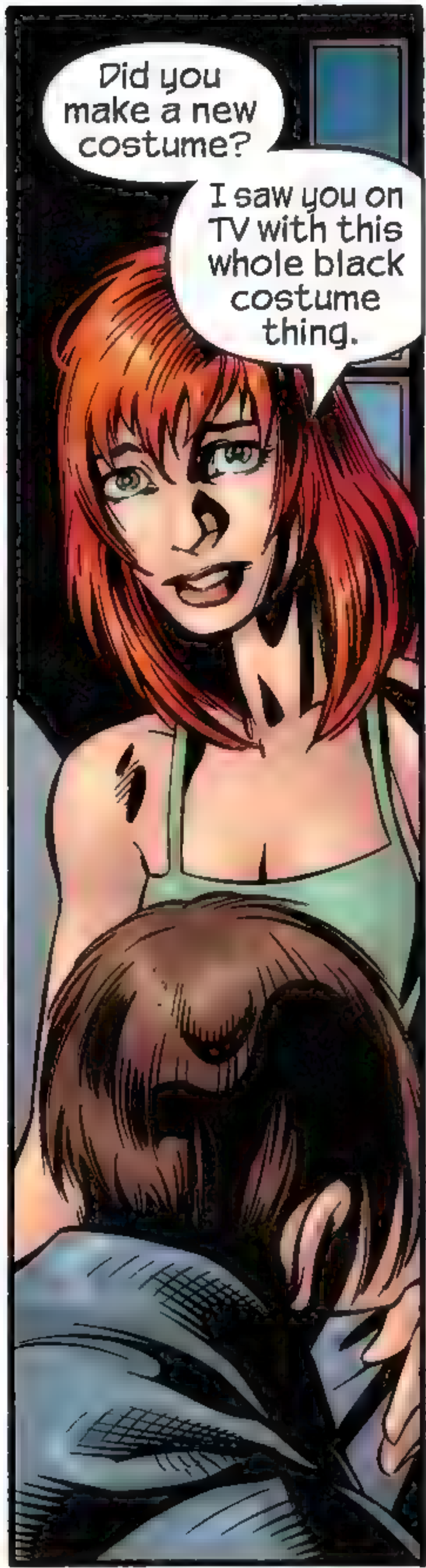
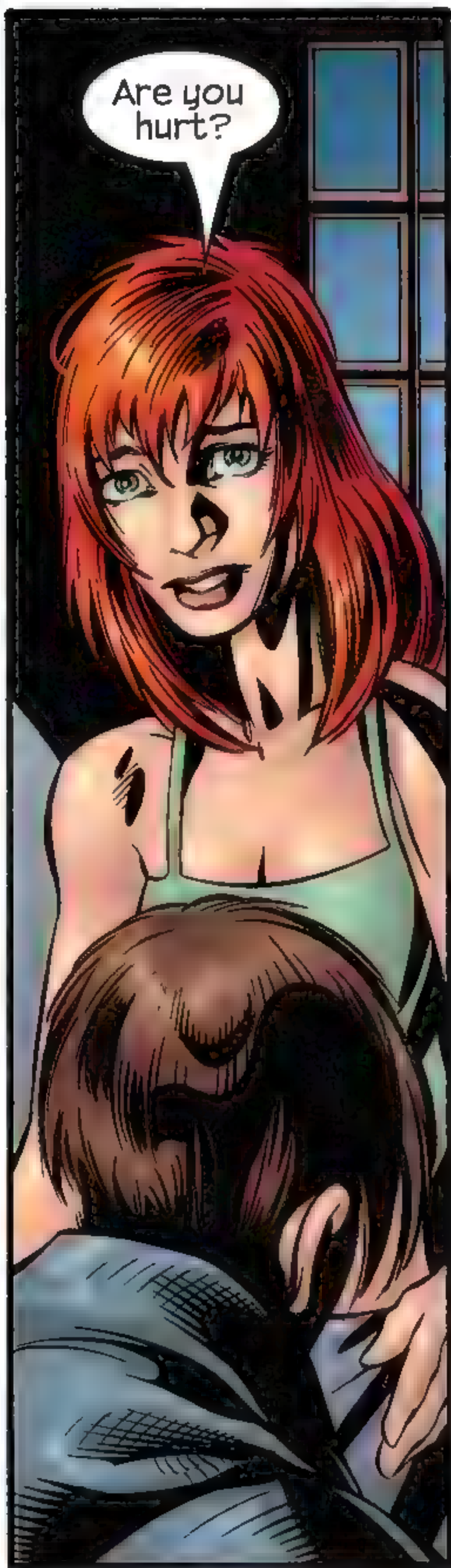


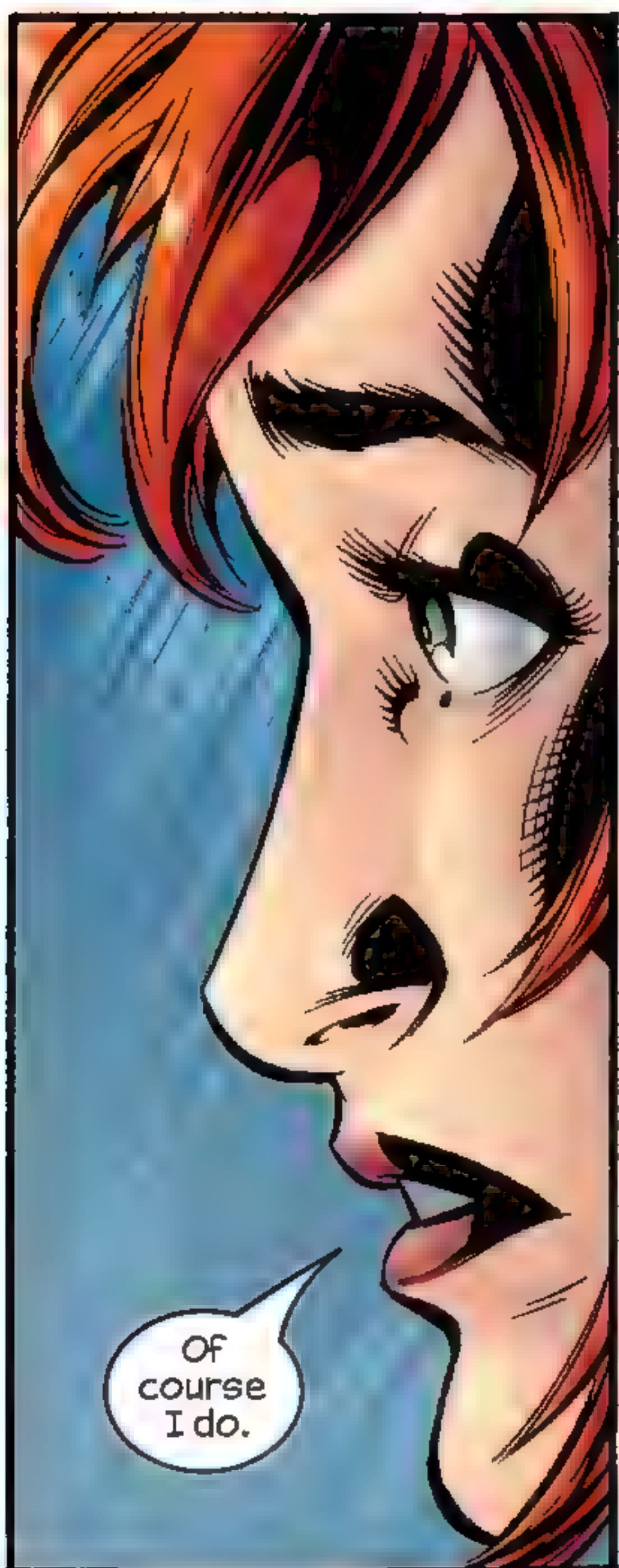










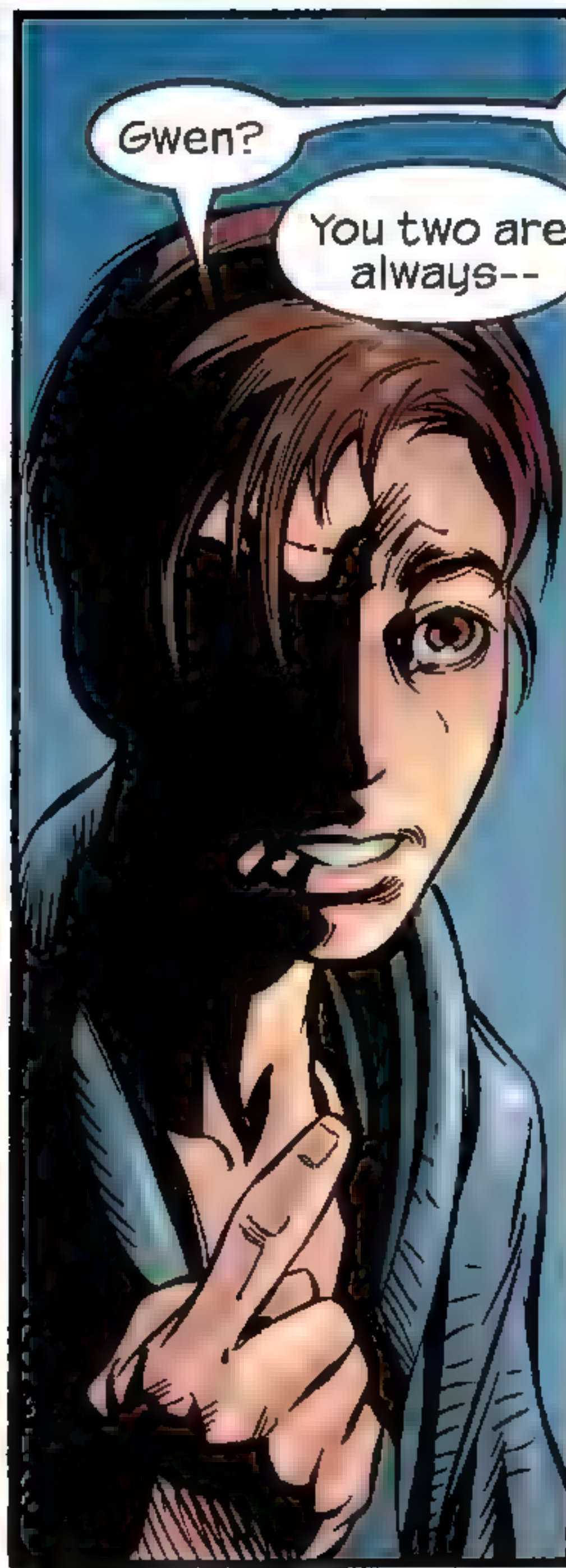


Of course I do.

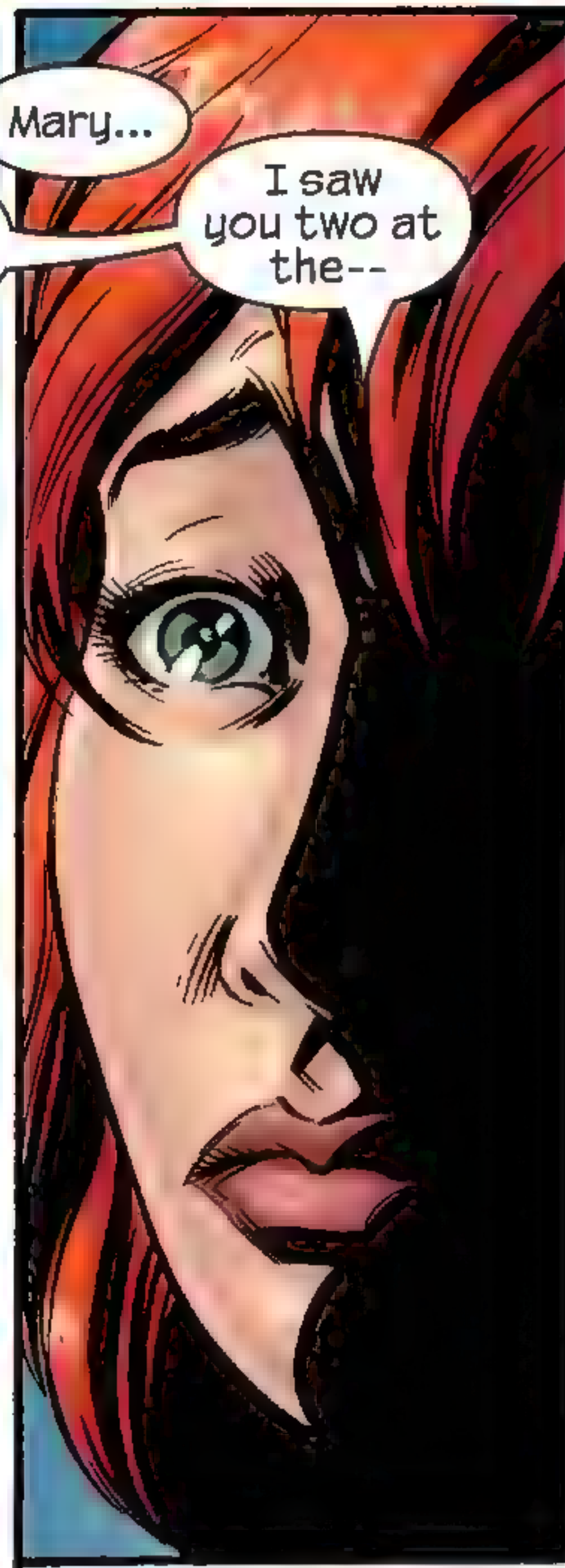


I see you at school--
--it-- uh--
it doesn't *look* like you do at all.

Me?
What about *you*?
You're all hoppin' rides with college guys and Gwen.



Gwen?
You two are always--



Mary...
I saw you two at the--

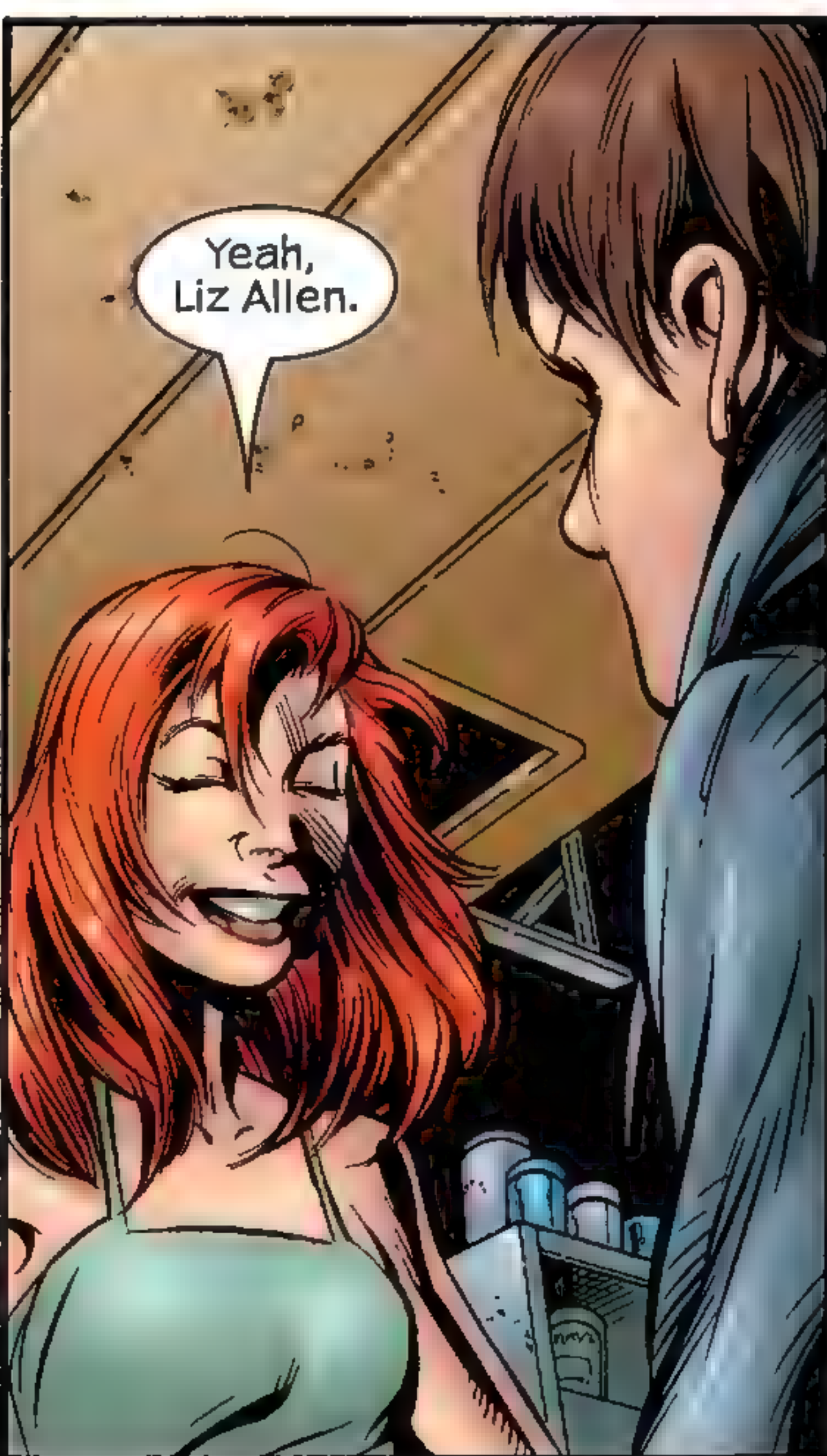


Nothing is going on with me and Gwen.

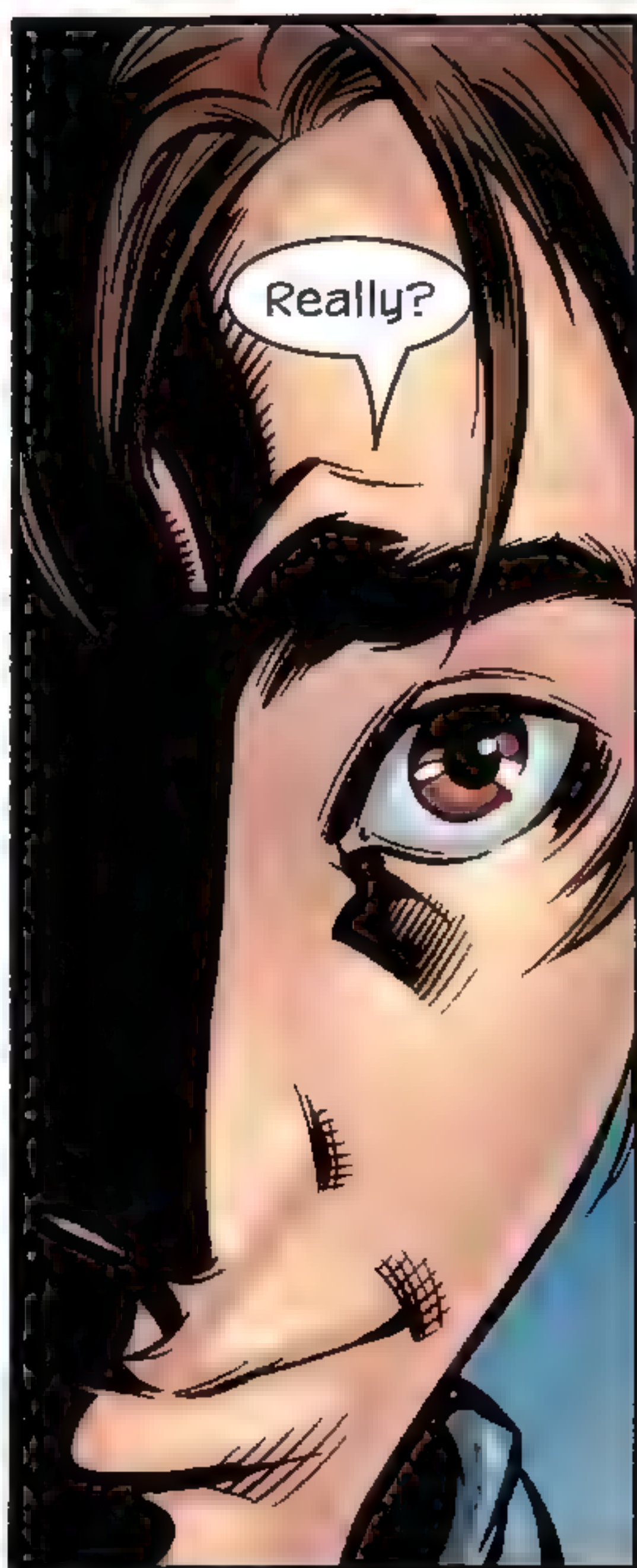
Nothing.

No-thing.

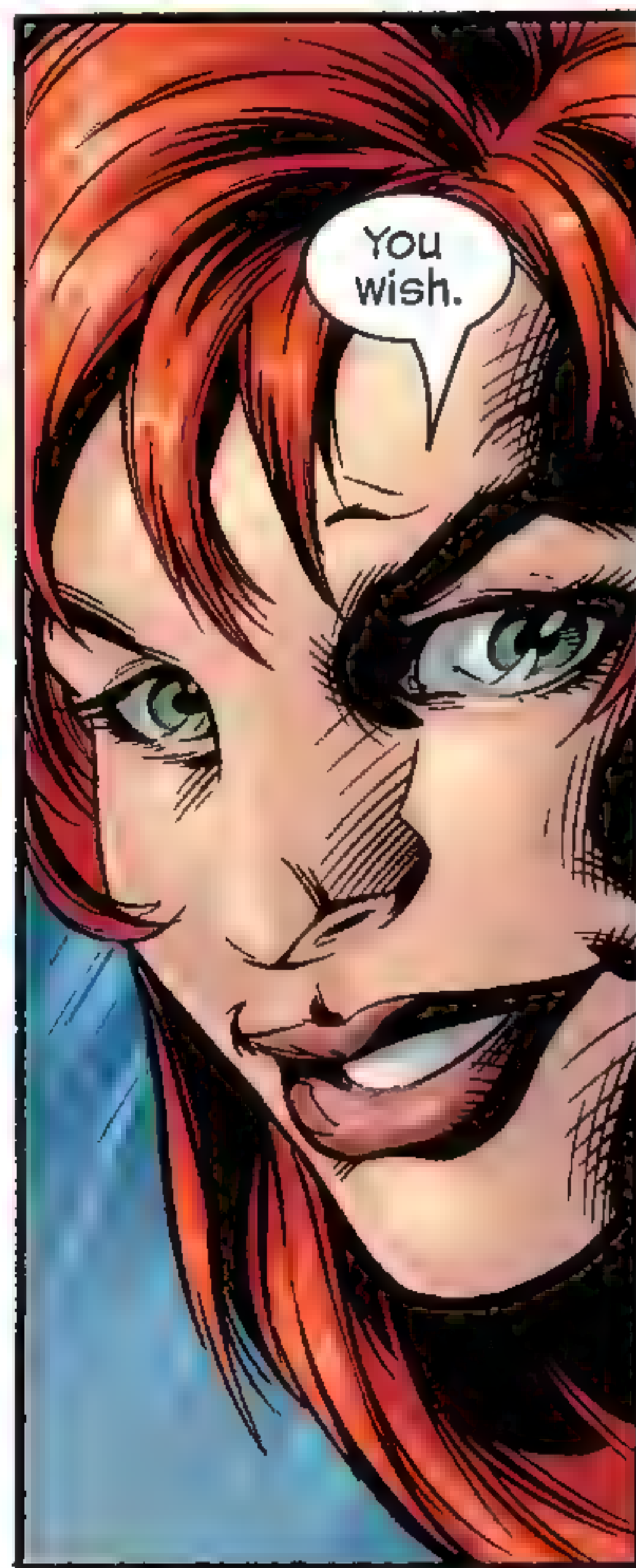
Are you-- are you seeing anyone?



Yeah, Liz Allen.



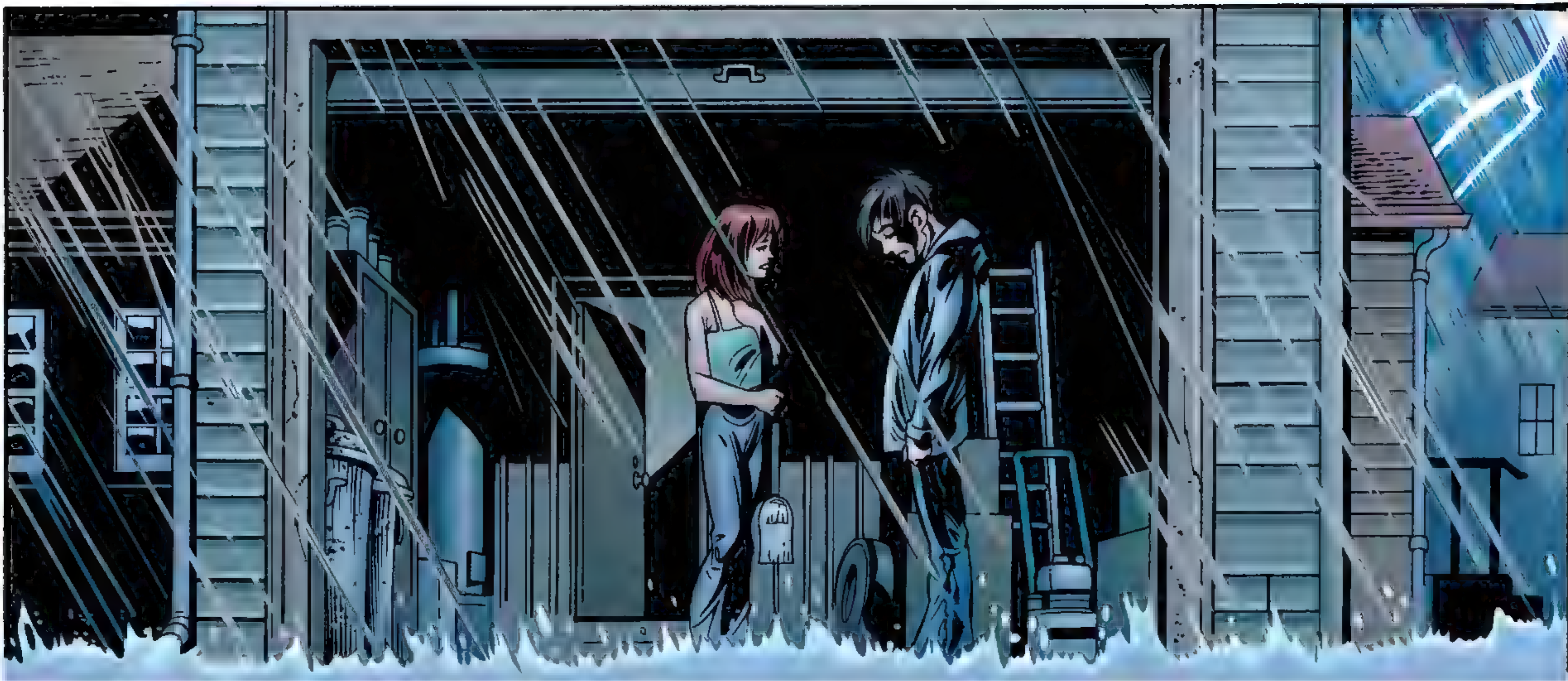
Really?



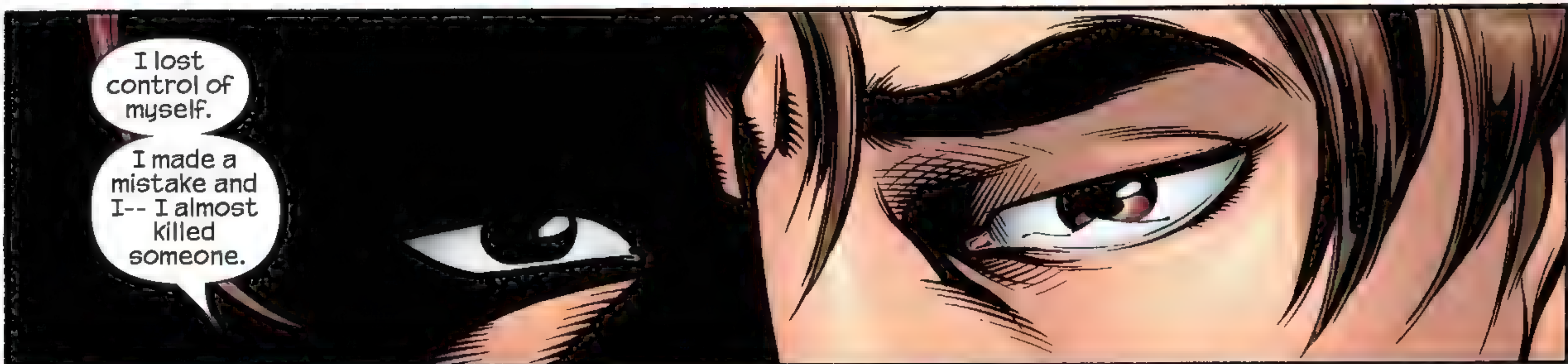
You wish.



No, Peter.
I'm not seeing anyone.

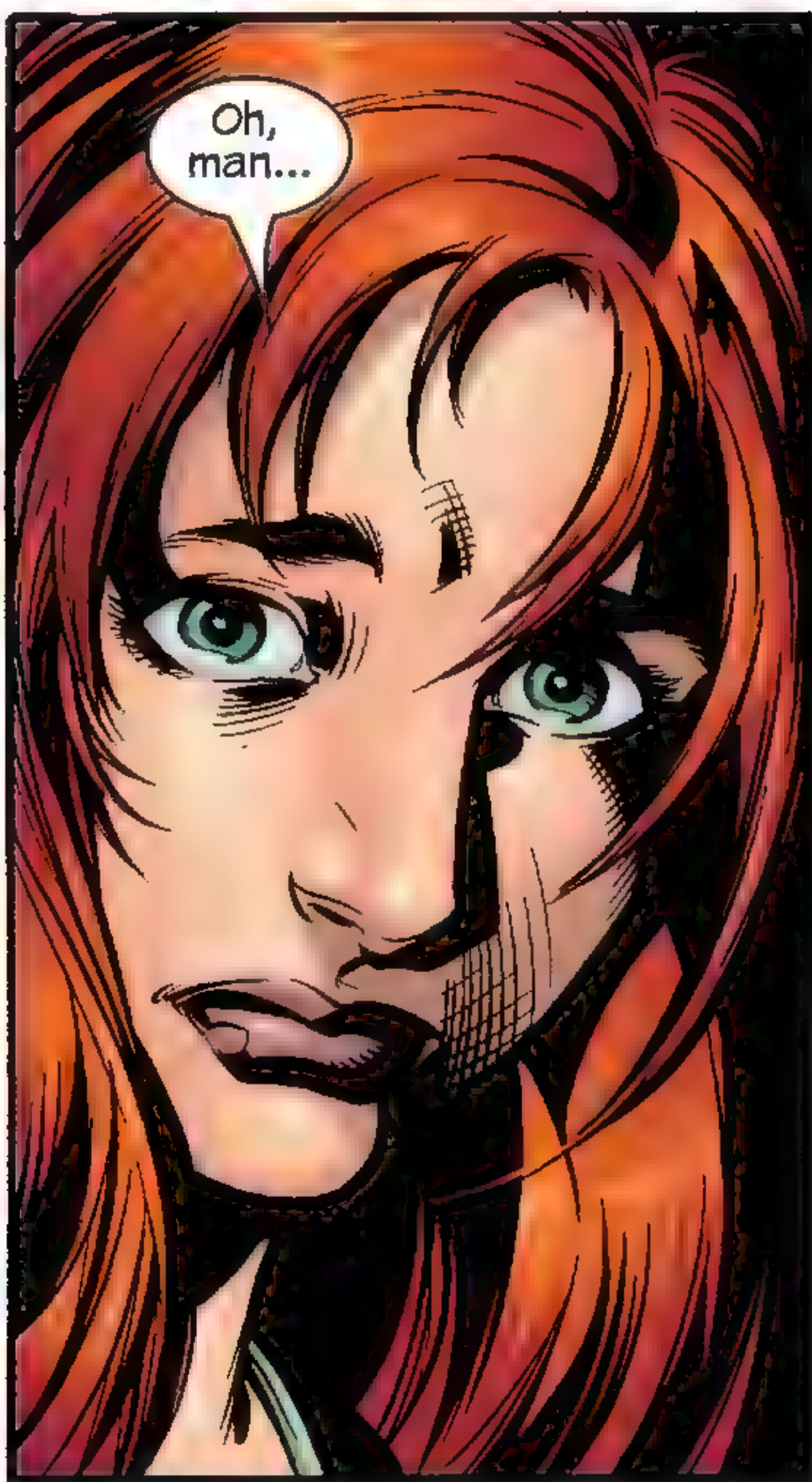


I almost killed someone.



I lost control of myself.

I made a mistake and I-- I almost killed someone.



Oh, man...



I miss you so much, MJ.

And-- and I swear if I knew what was going on with your dad and stuff... I would have been there for you.

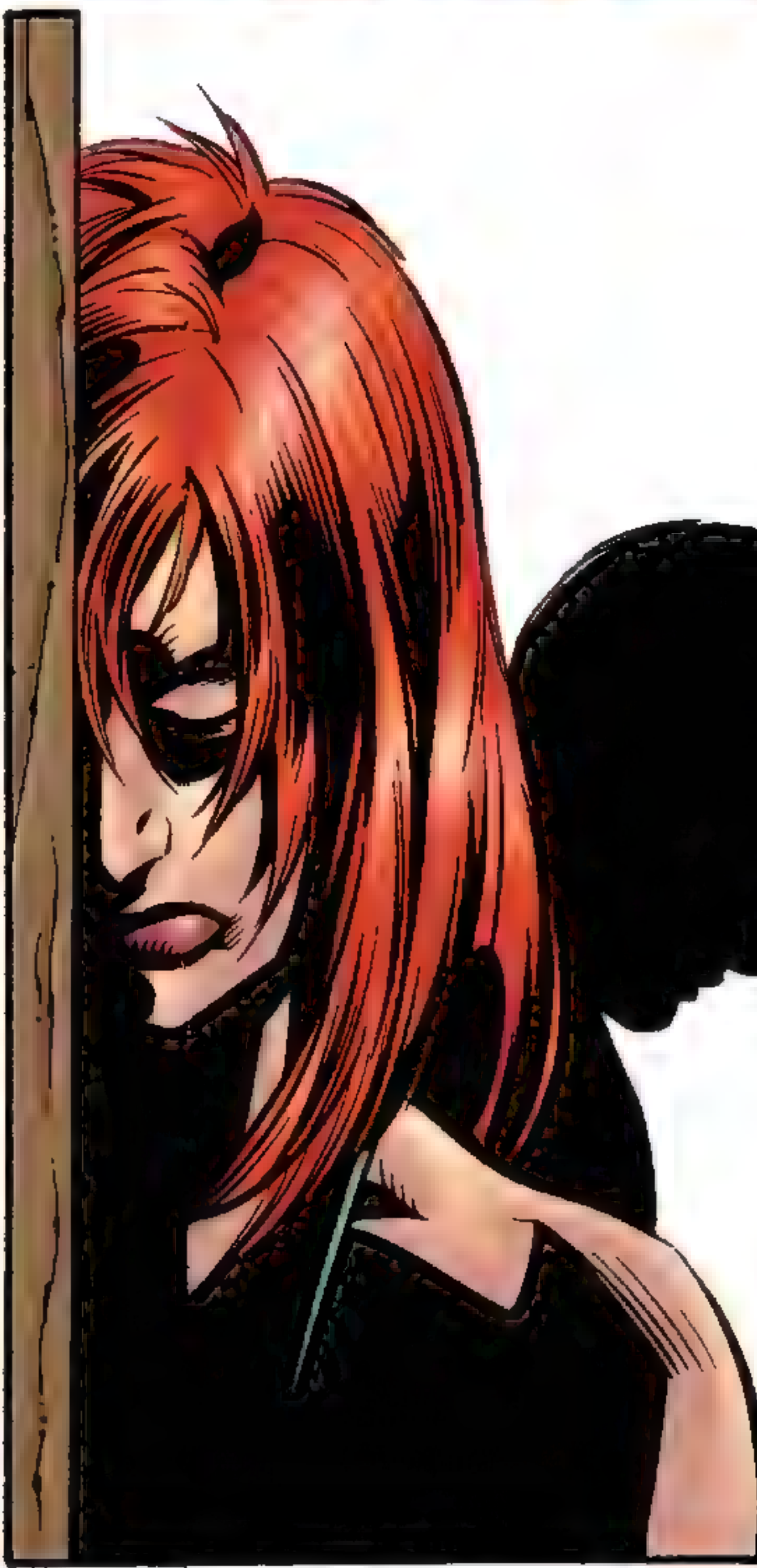
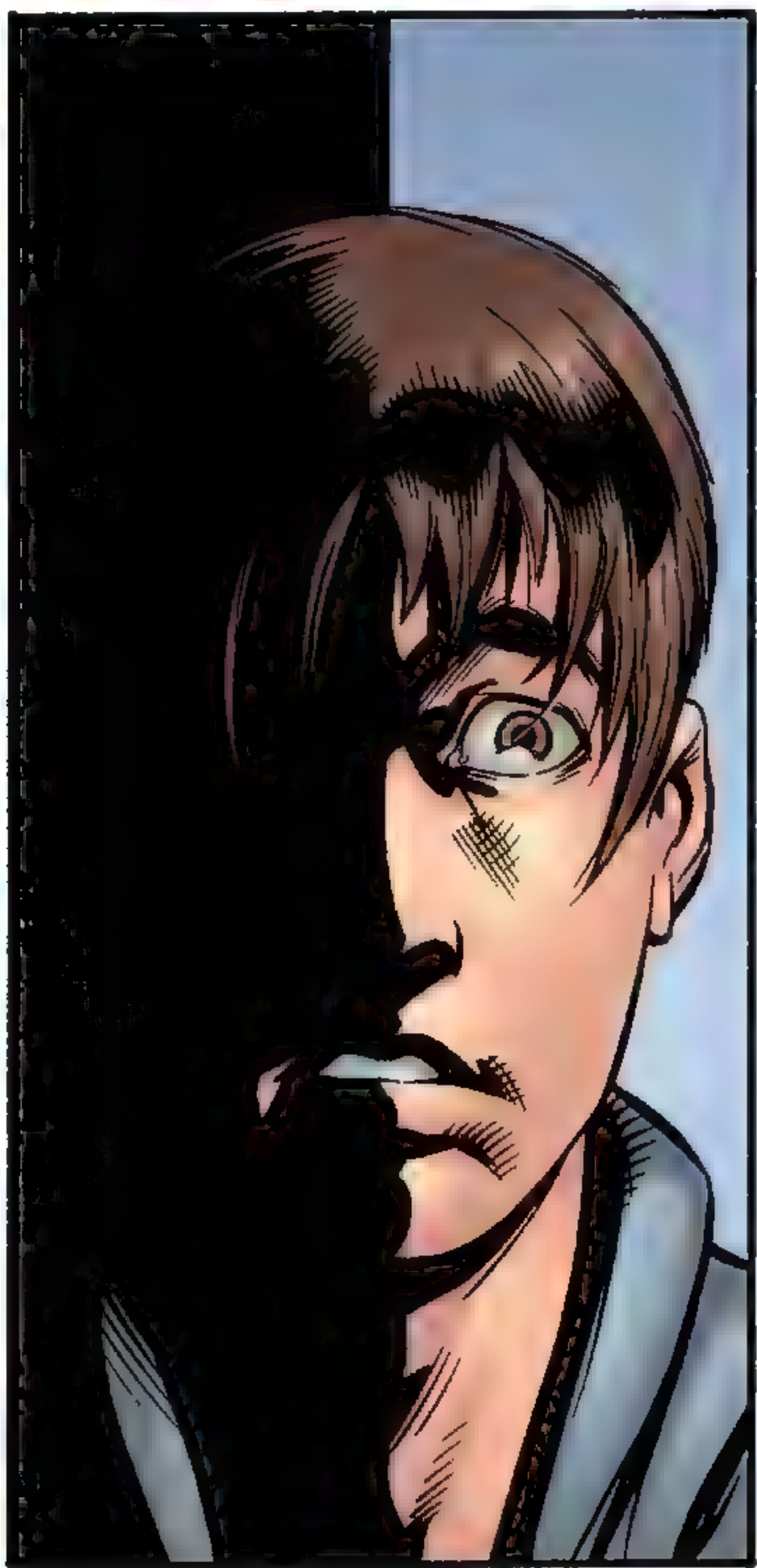
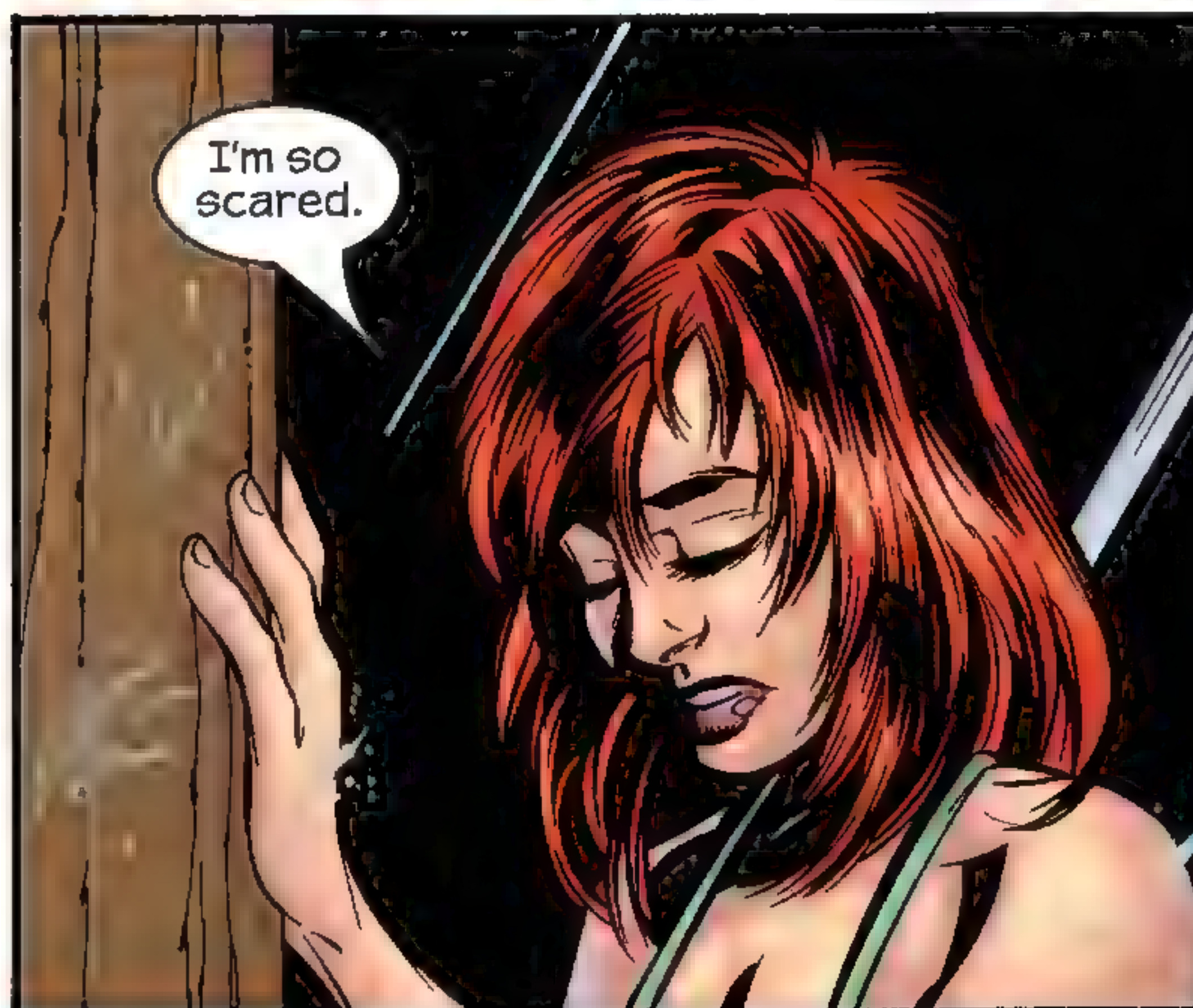
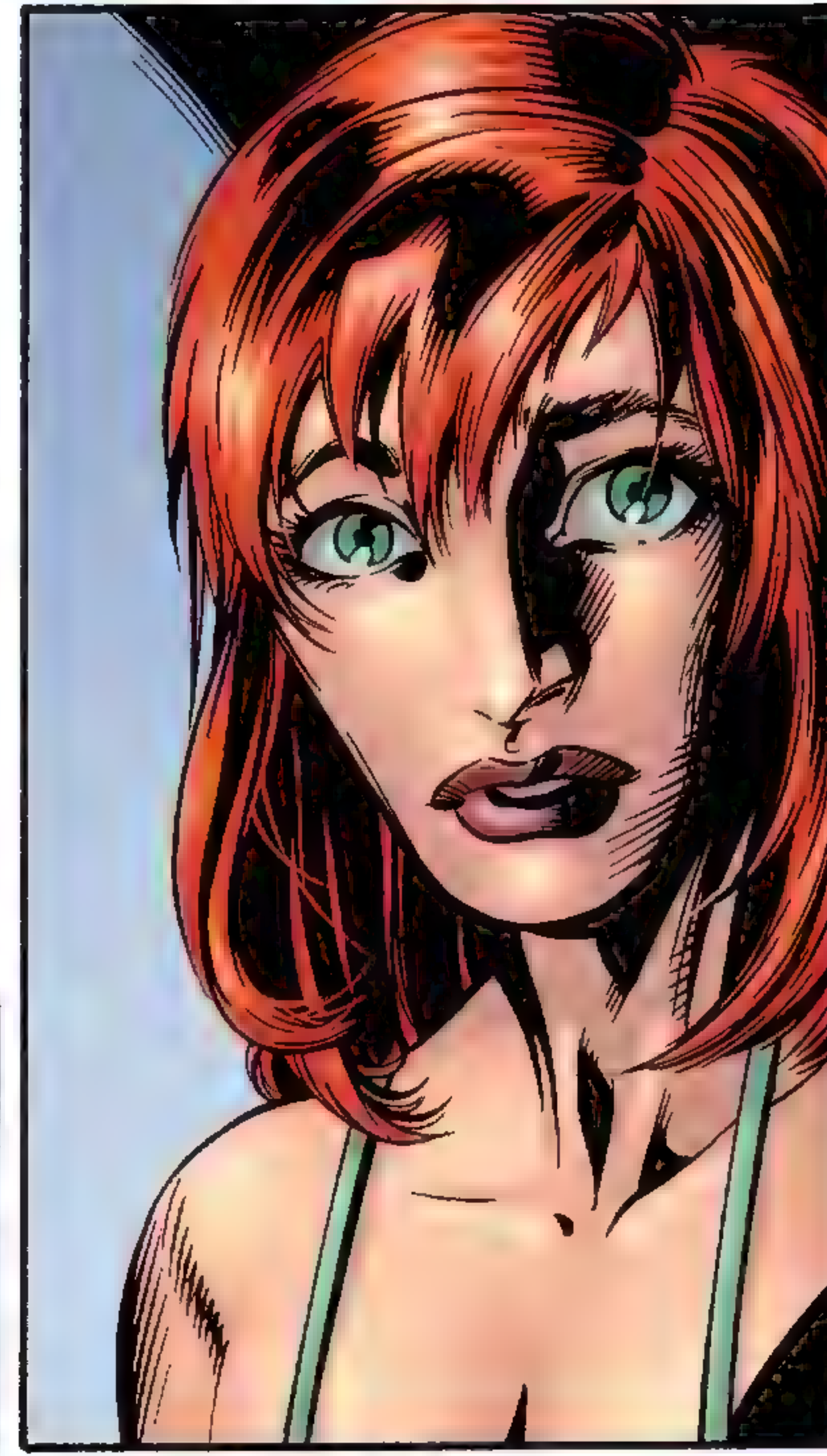
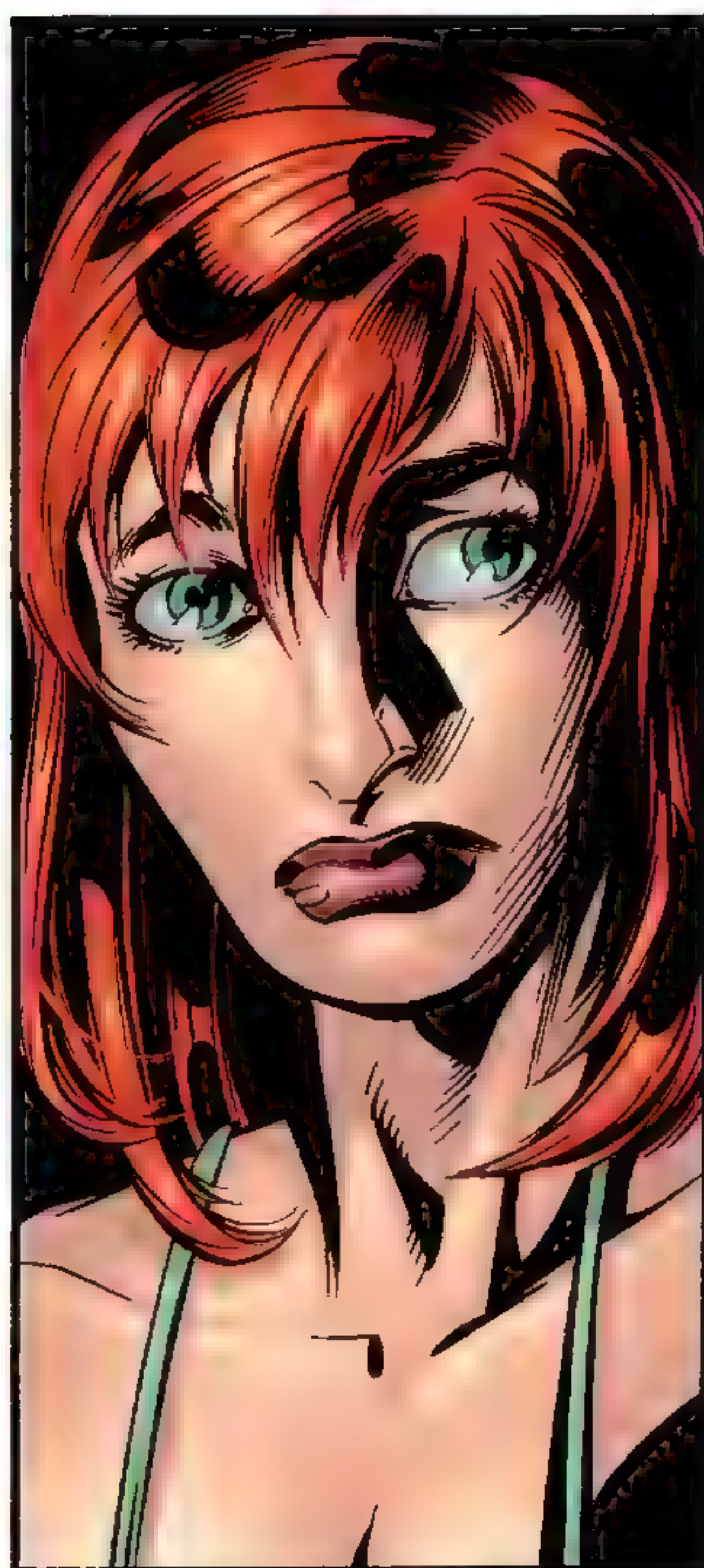


I wasn't trying to make you feel bad or anything...

I would never do *anything* to make *you* feel bad.

I care about everything about you.

If you would sit me down and tell me about any of this stuff that was going on with you, I would be there.





You're on the air.

Hi, Art. First time, long time.

Whats on your mind, toots?



Do you get the feeling that we aren't being told everything about the incident with The Hulk in New York City?

I mean, all of a sudden there's this bedlam with all those Ultimate super hero people, all this damage...

...and we still don't have a clear idea of what happened or why!



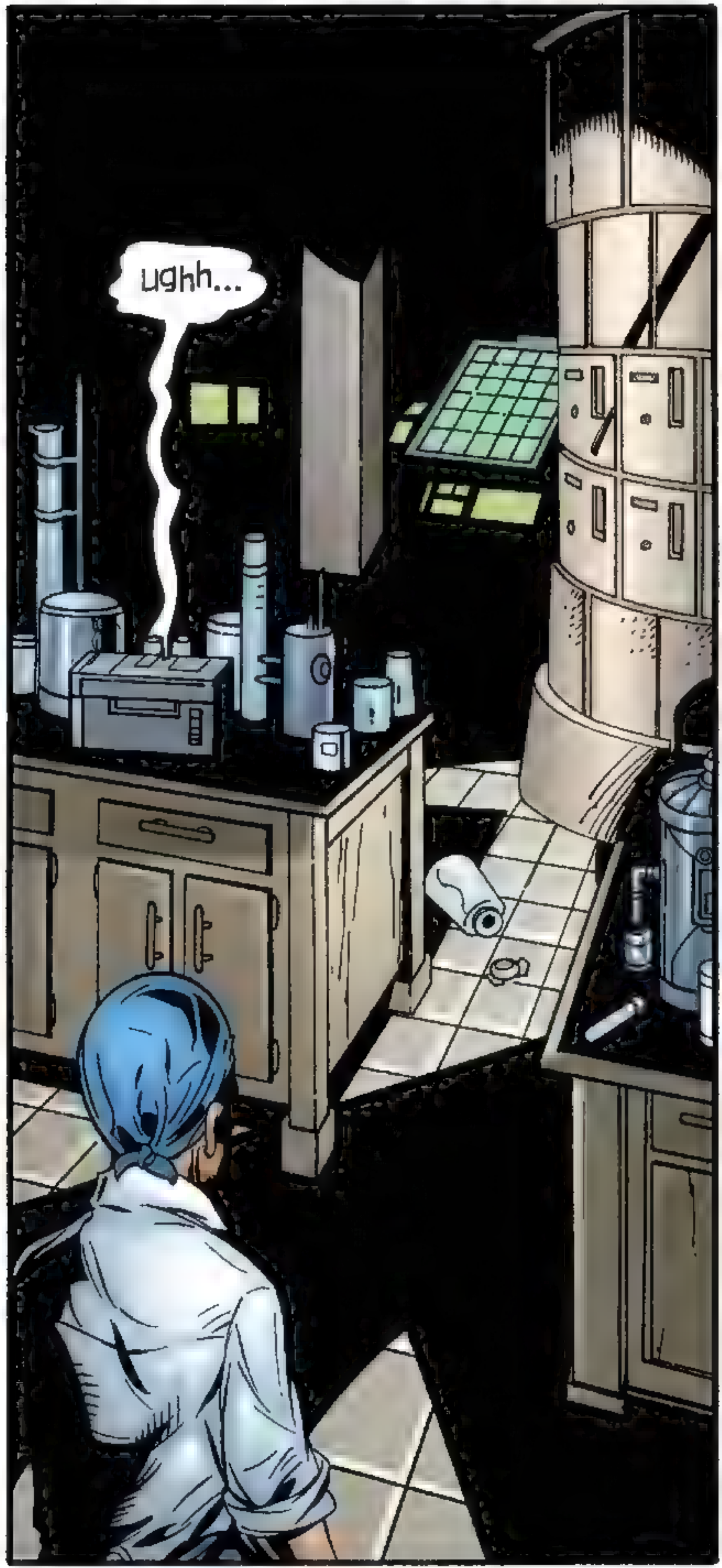
Thanks for the call-- I think the better question is, who is paying for it?

Uggghh...



When The Hulk comes to town and rips up the joint, who is paying to fix this-- insurance? Because I tell you--

Ah! Ugh...



Ughh...

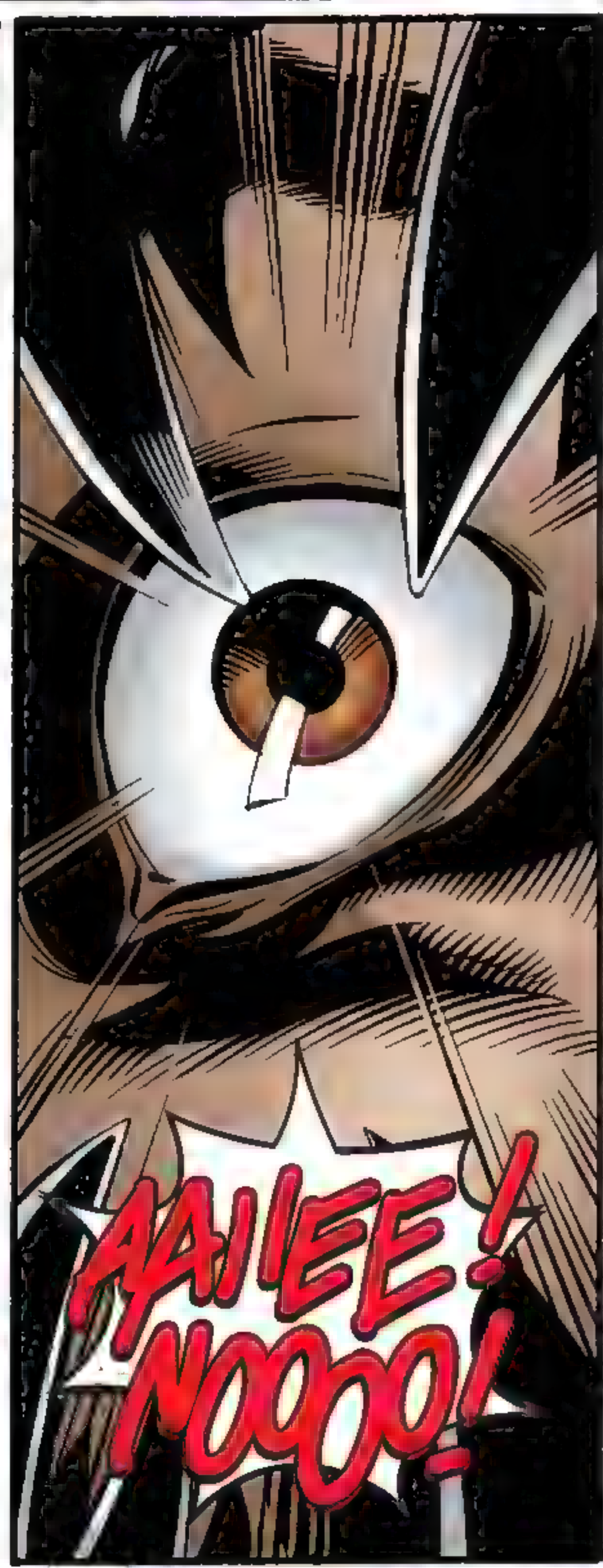


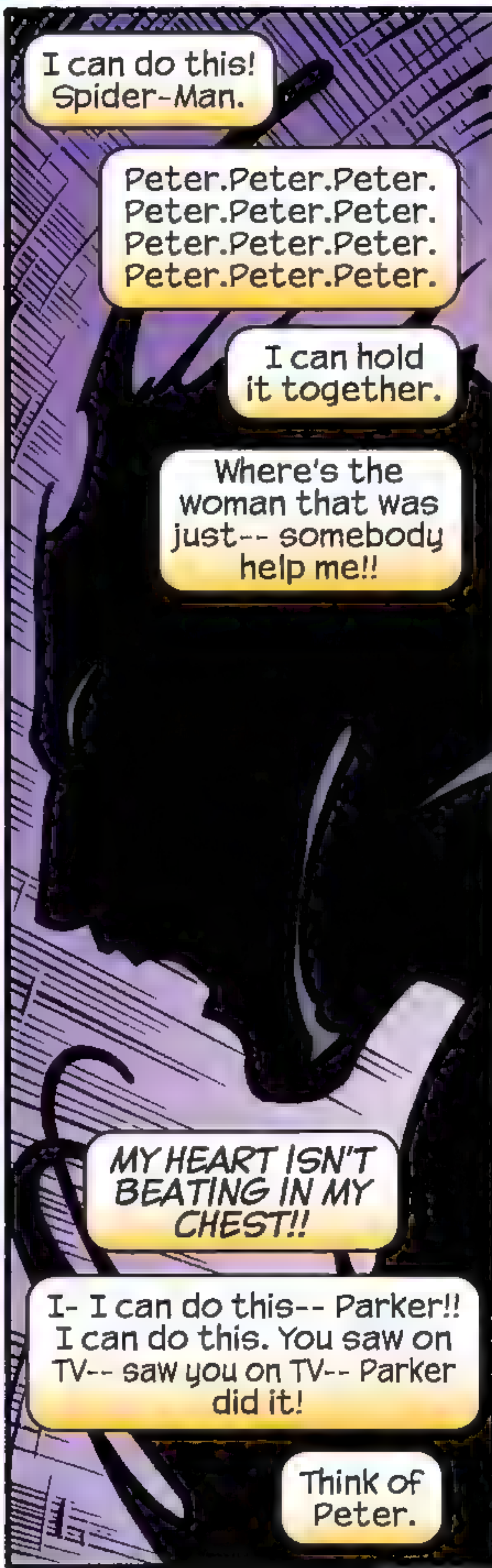
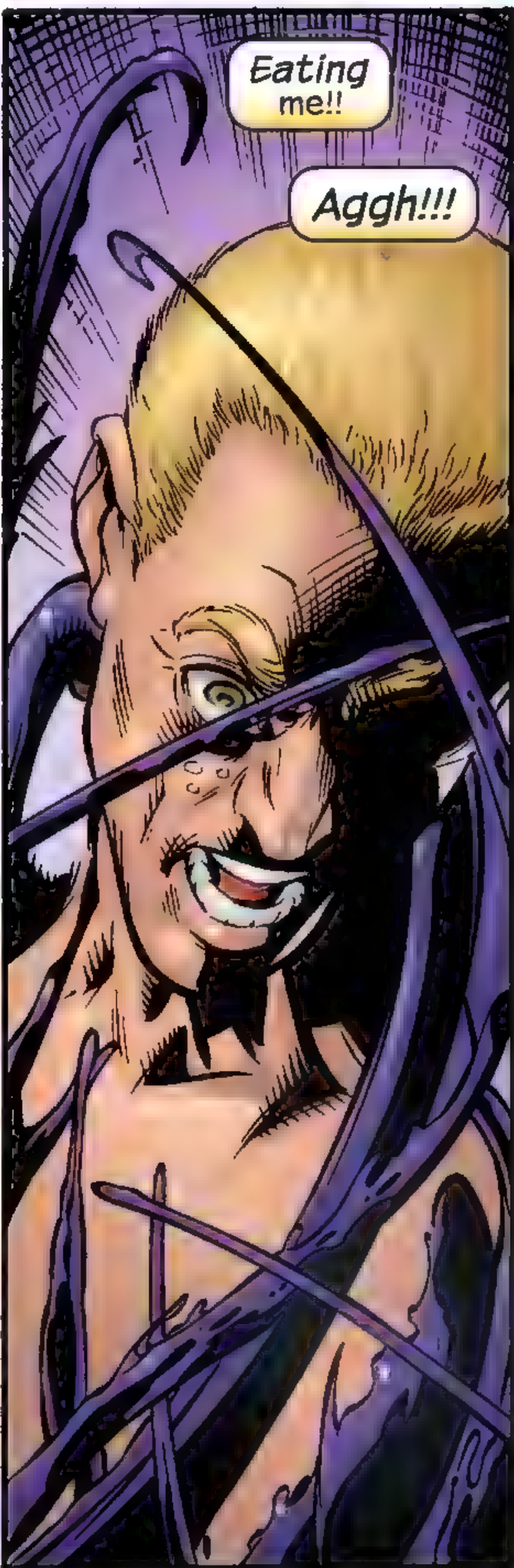
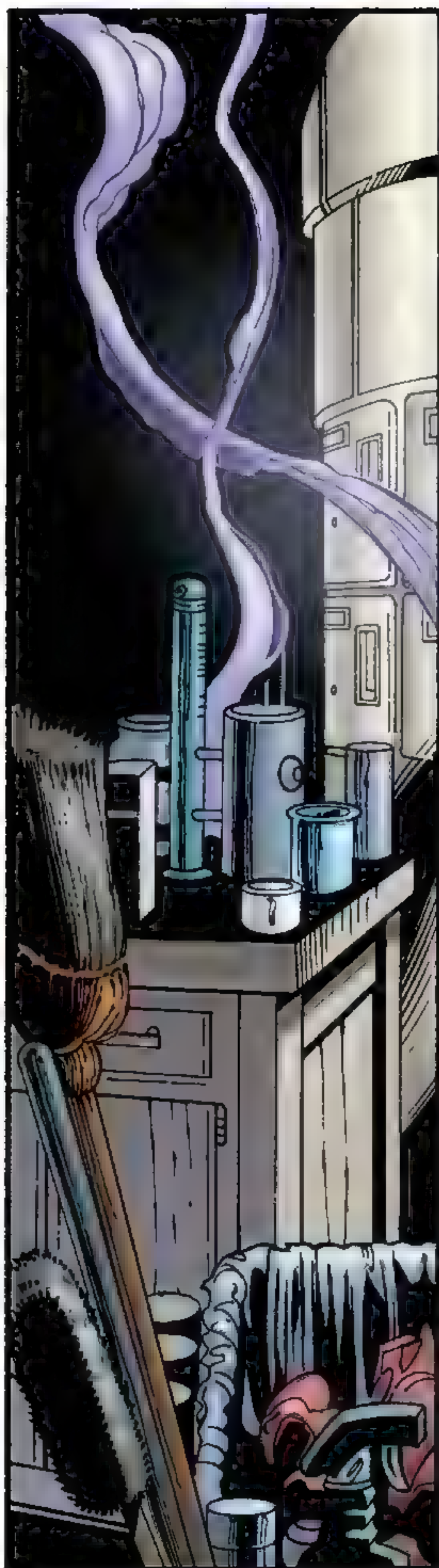
Ppptt...



Ghhhhh...







Hungry.

Peter!!

No one, Peter-- no one told me!

Didn't tell me!

No one! My heart!

I can do this! Pull it together.

I can pull this-- cold--

Knees don't-- my feet are gone. I can do this.

MY FEET!

Peter!

Peter!

I'll kill you for this. My frisbee-- I'll kill you.

Peter. Peter. Peter. Peter. Peter. Peter.

So hungry. Cold. Spiders!

Hungry. My heart isn't beating. I heard a voice.

Radio. Peter. Peter.

Lady.

Peter!

Spider-Man.

Eating me!!

Aggh!!!

I can do this! Spider-Man.

Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter. Peter.

I can hold it together.

Where's the woman that was just-- somebody help me!!

MY HEART ISN'T BEATING IN MY CHEST!!

I- I can do this-- Parker!! I can do this. You saw on TV-- saw you on TV-- Parker did it!

Think of Peter.

Peter did this-- Parker #\$\$\$# did this-- I can do it too!!

I can control it! The TV--

WHAM

Come on! Come on!! Come on!

COME ON!!

WHAM

Okay...

Yeah...

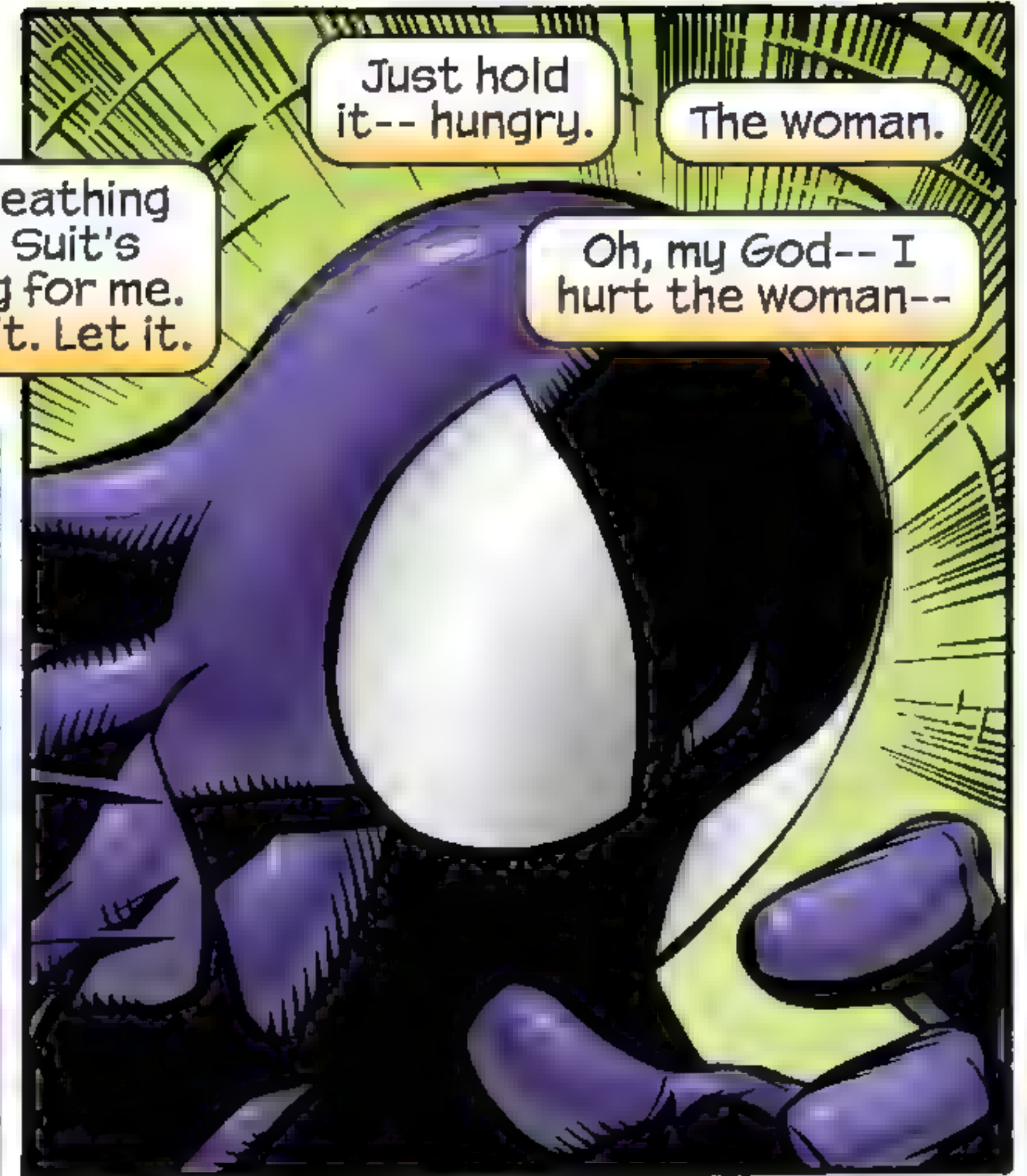
Almost lost
it-- ooh boy.

Suit's breathing
for me. Suit's
breathing for me.
Just let it. Let it.

Just hold
it-- hungry.

The woman.

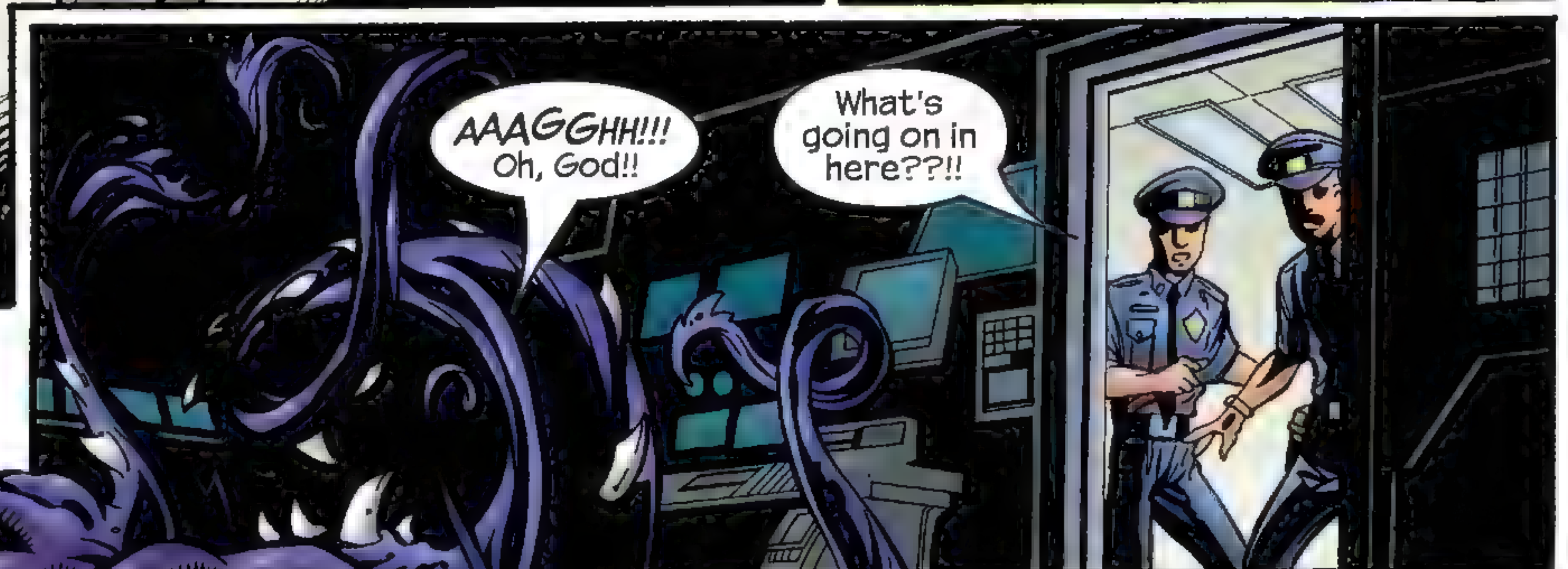
Oh, my God-- I
hurt the woman--



Eating me.
Oh, God!!!

What did I do?!
Aaggh! Peter!!
Parker! Parker!
Daddy!

It's eating
me!!!

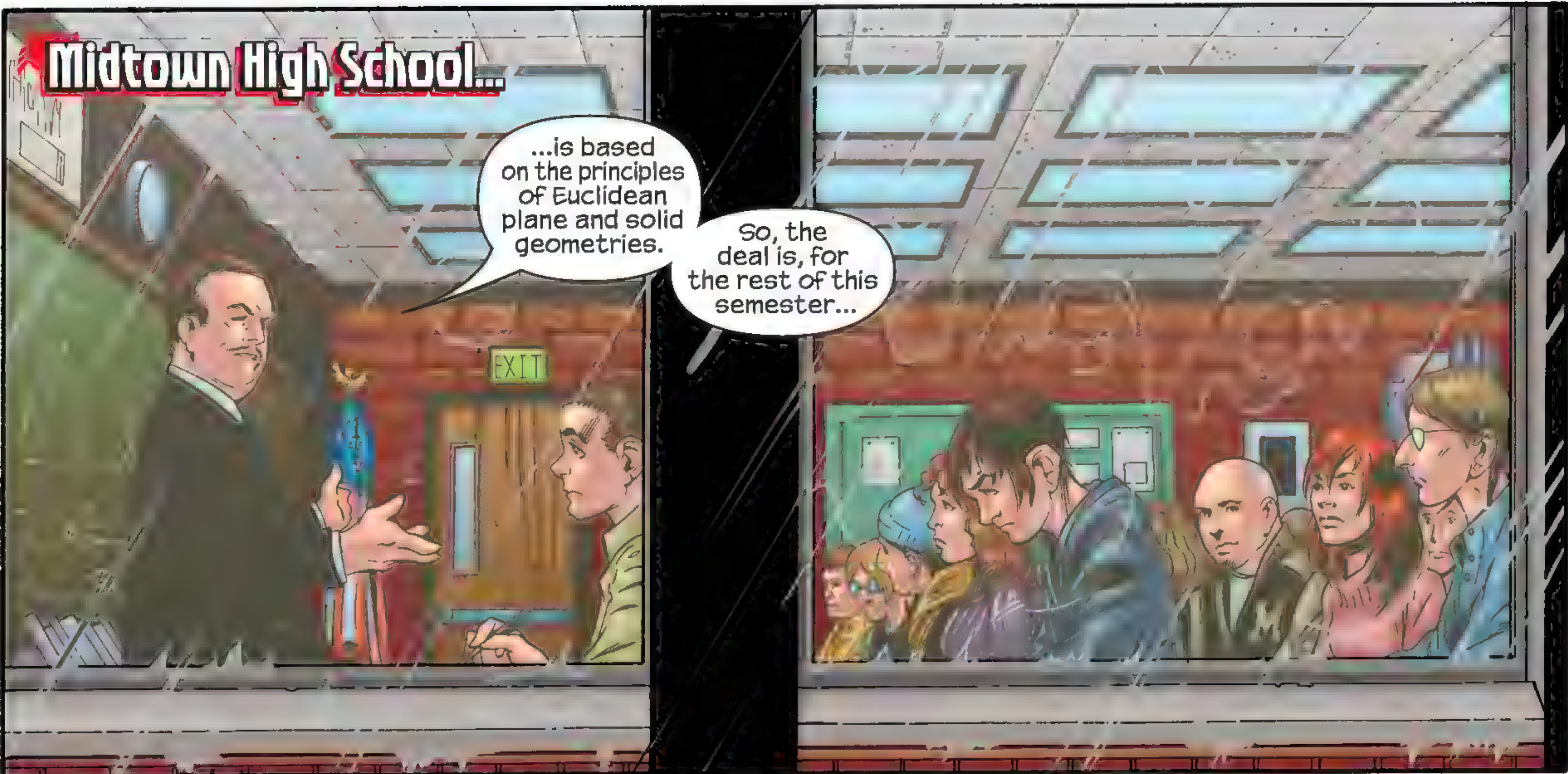


AAAGGHH!!!
Oh, God!!

What's
going on in
here??!!







Midtown High School...

...is based on the principles of Euclidean plane and solid geometries.

So, the deal is, for the rest of this semester...

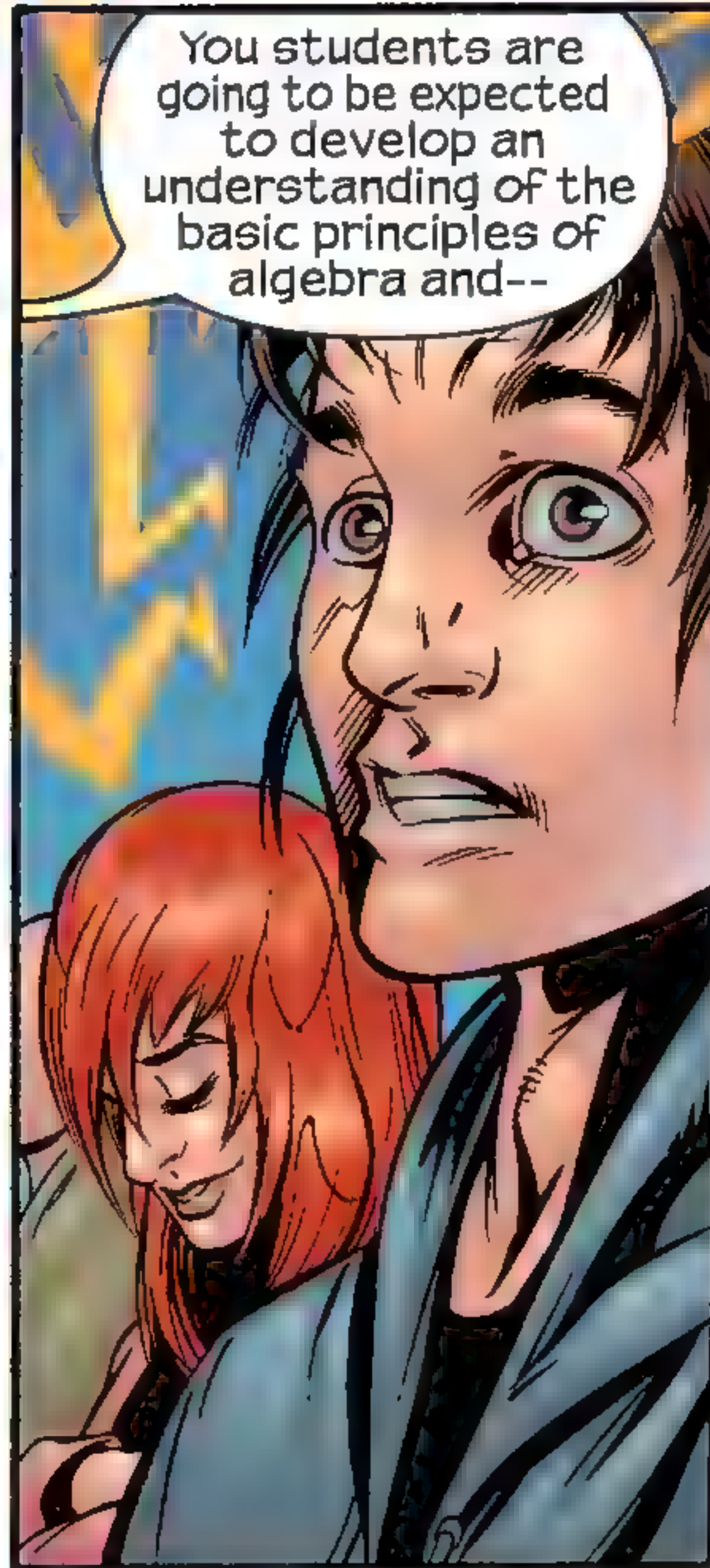


...you will be introduced to the basic postulates and theorems of geometry.

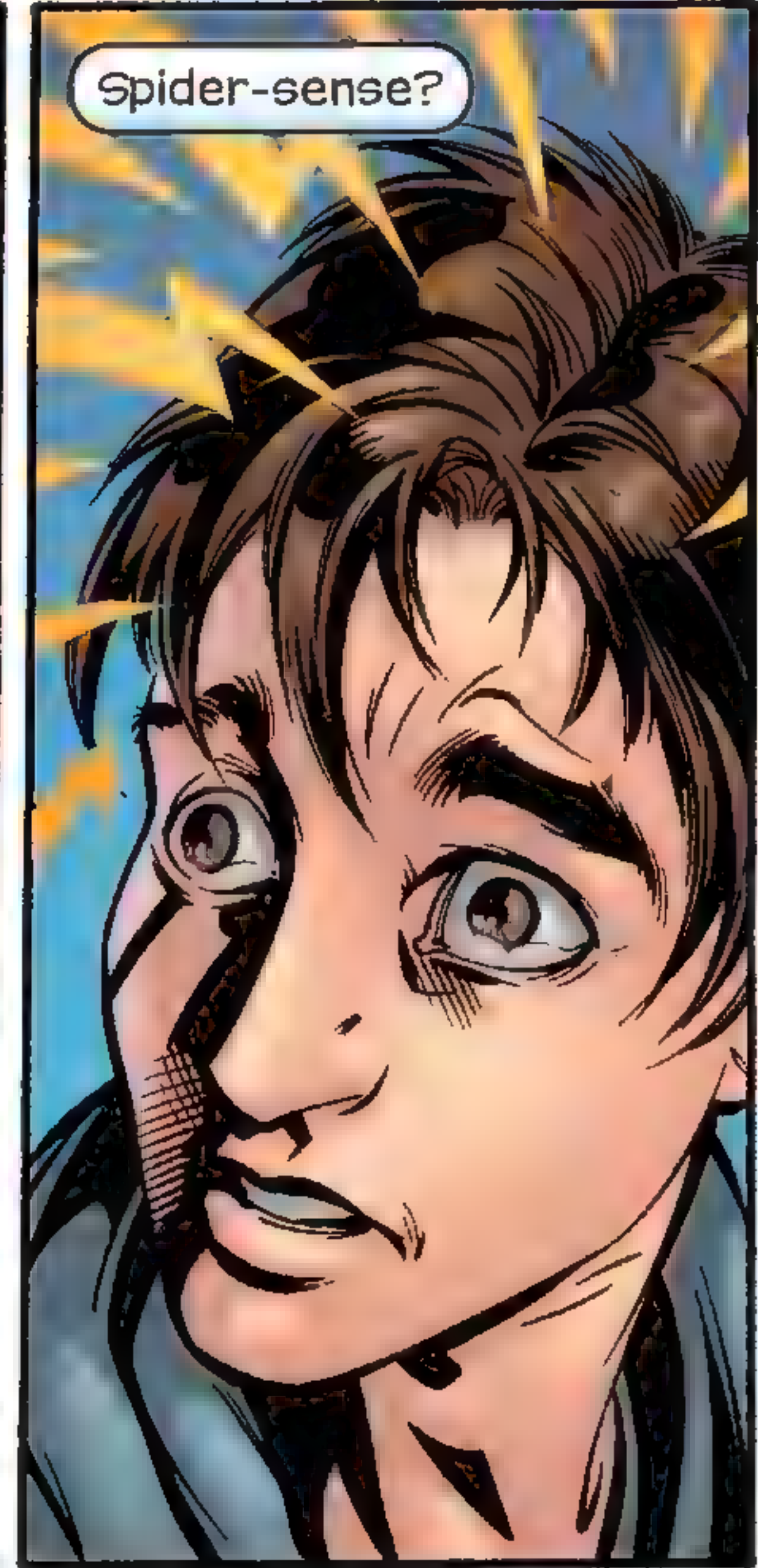
This is pretty exciting stuff.



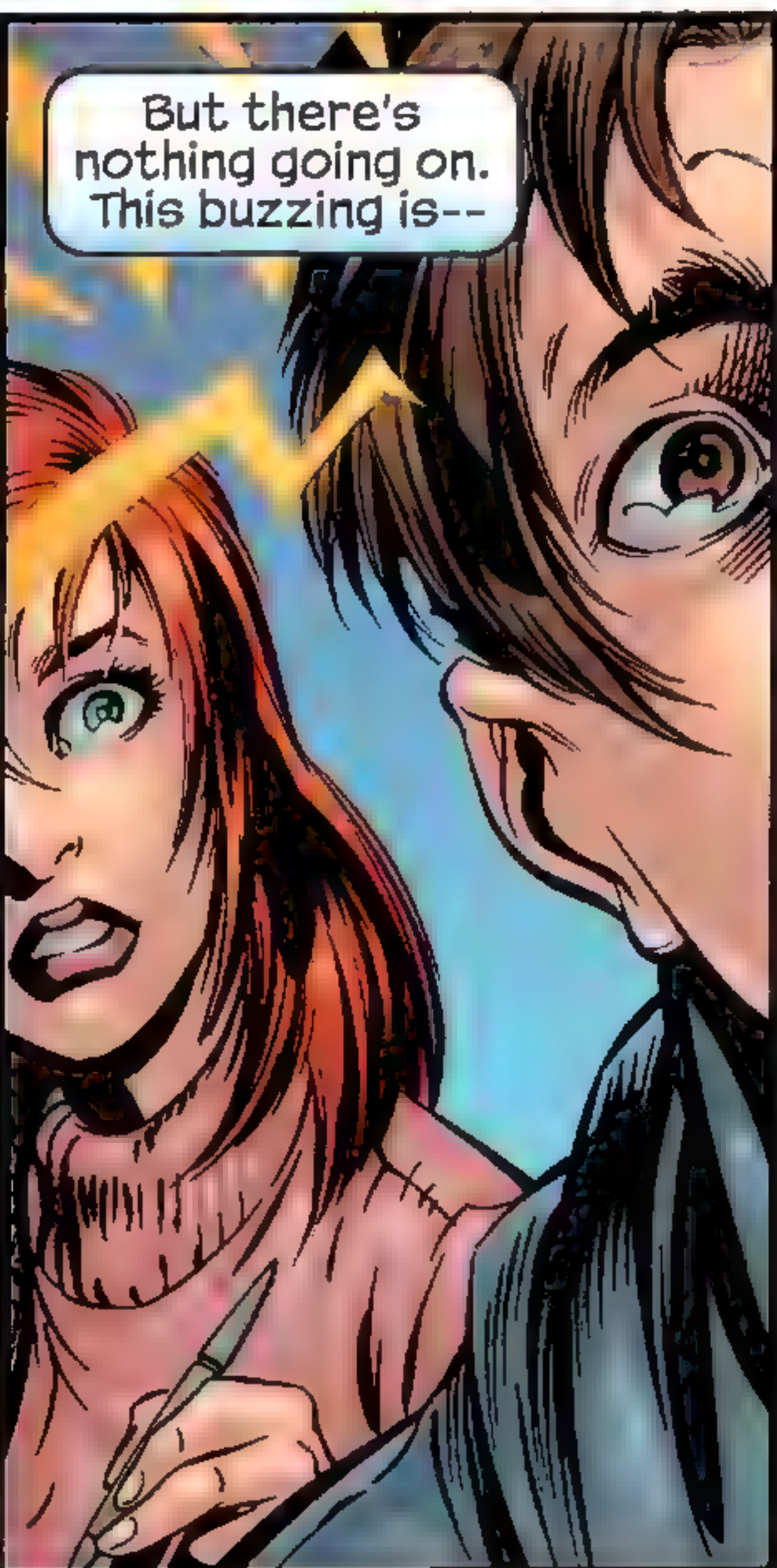
You're going to be encouraged to take these ideas and apply them to the topics of similarity, circles, area, volume, construction and proof.



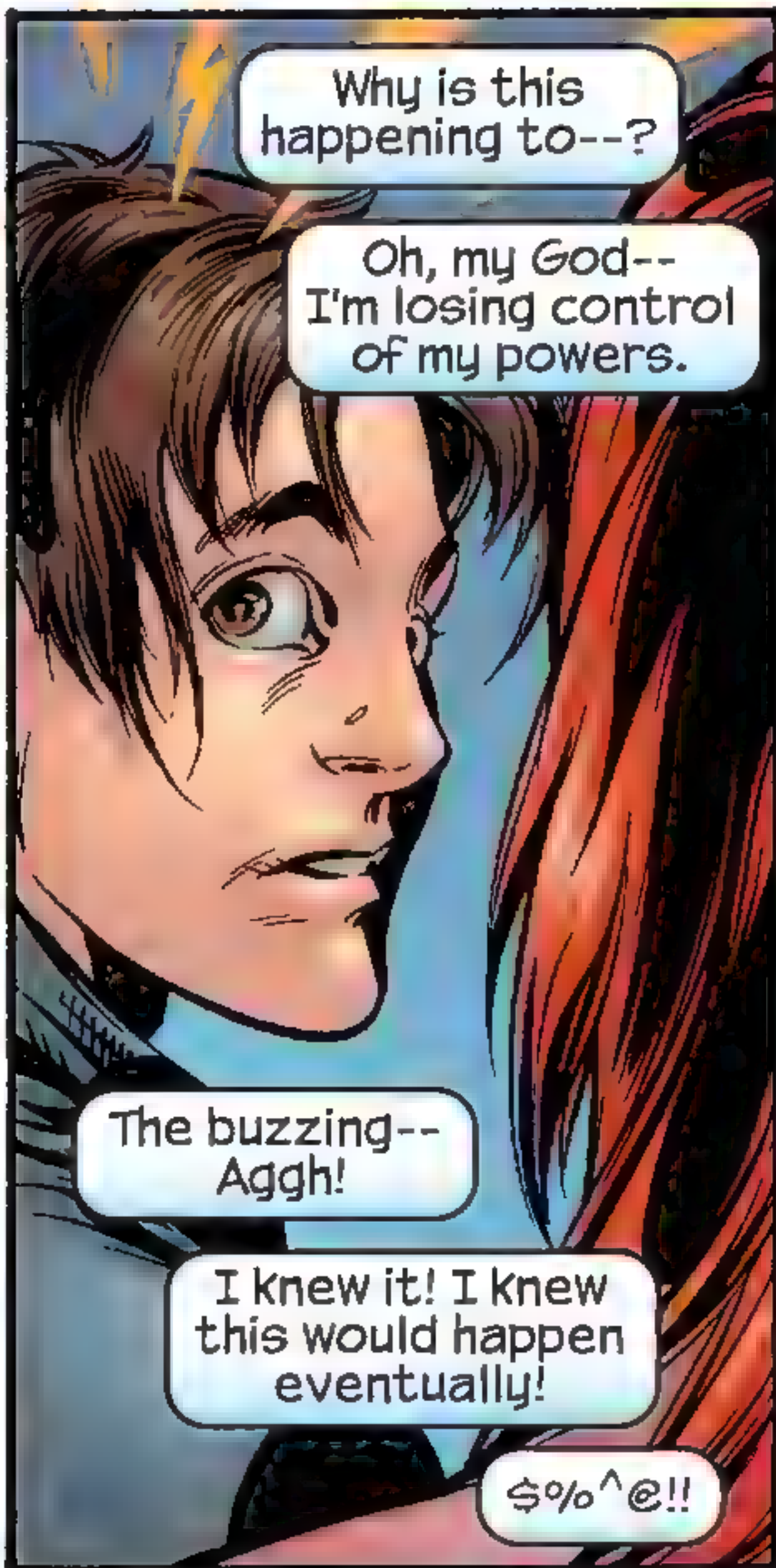
You students are going to be expected to develop an understanding of the basic principles of algebra and--



Spider-sense?



But there's nothing going on. This buzzing is--



Why is this happening to--?

Oh, my God-- I'm losing control of my powers.

The buzzing-- Aggh!

I knew it! I knew this would happen eventually!

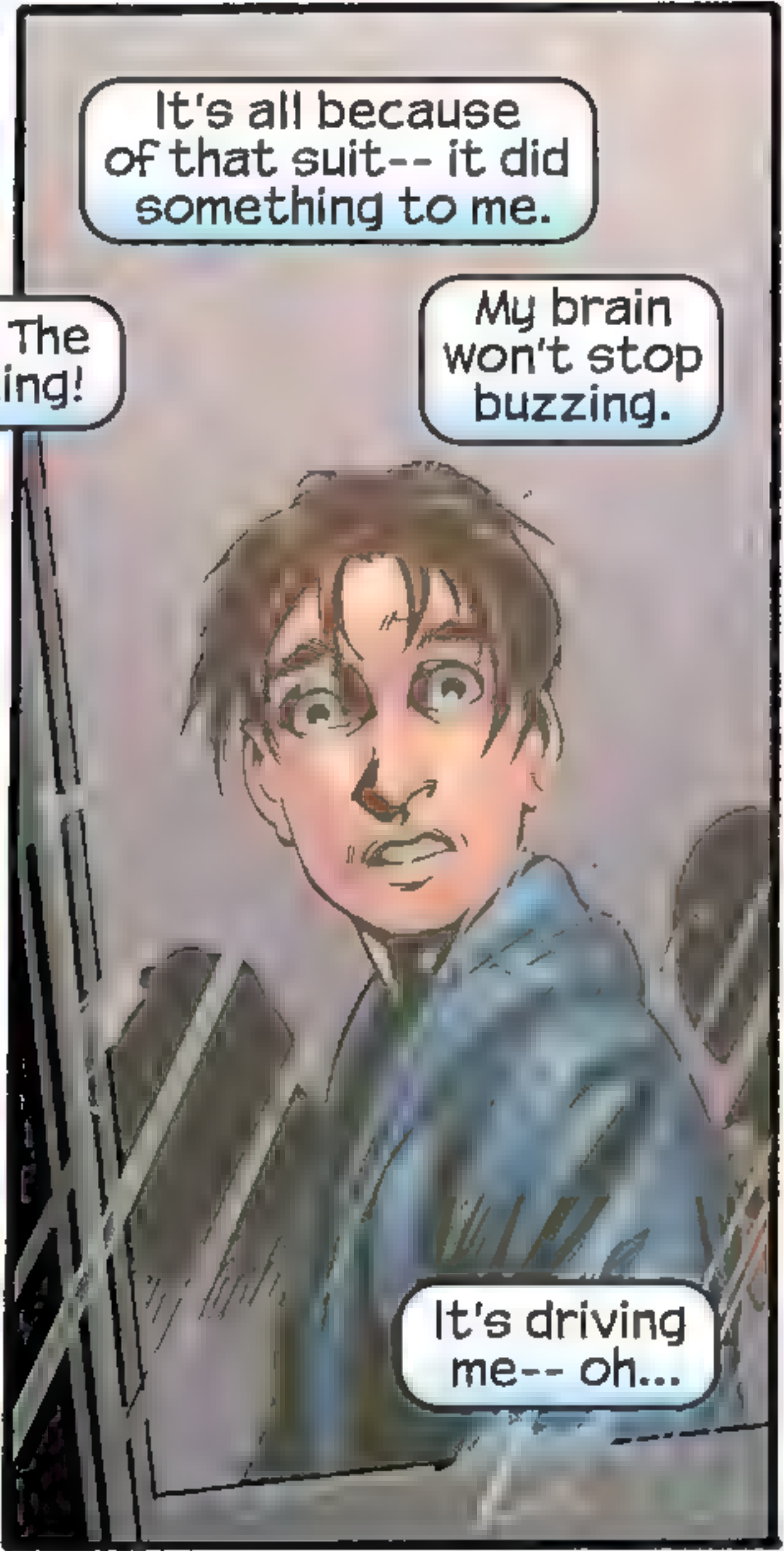
\$%o^@!!



They're going to have to lock me away.

Nick Fury's gonna come get me. *That's* what's going to happen!

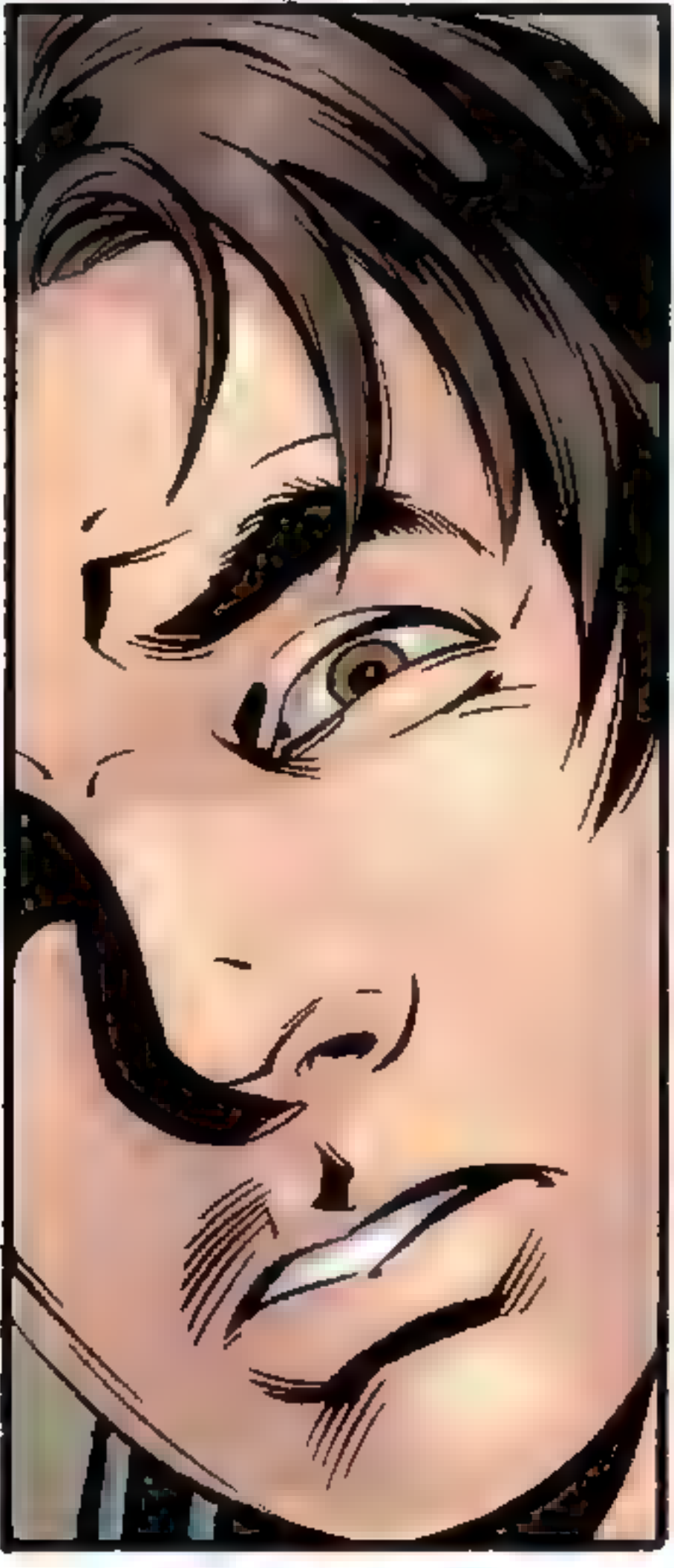
Aggh! The buzzing!



It's all because of that suit-- it did something to me.

My brain won't stop buzzing.

It's driving me-- oh...



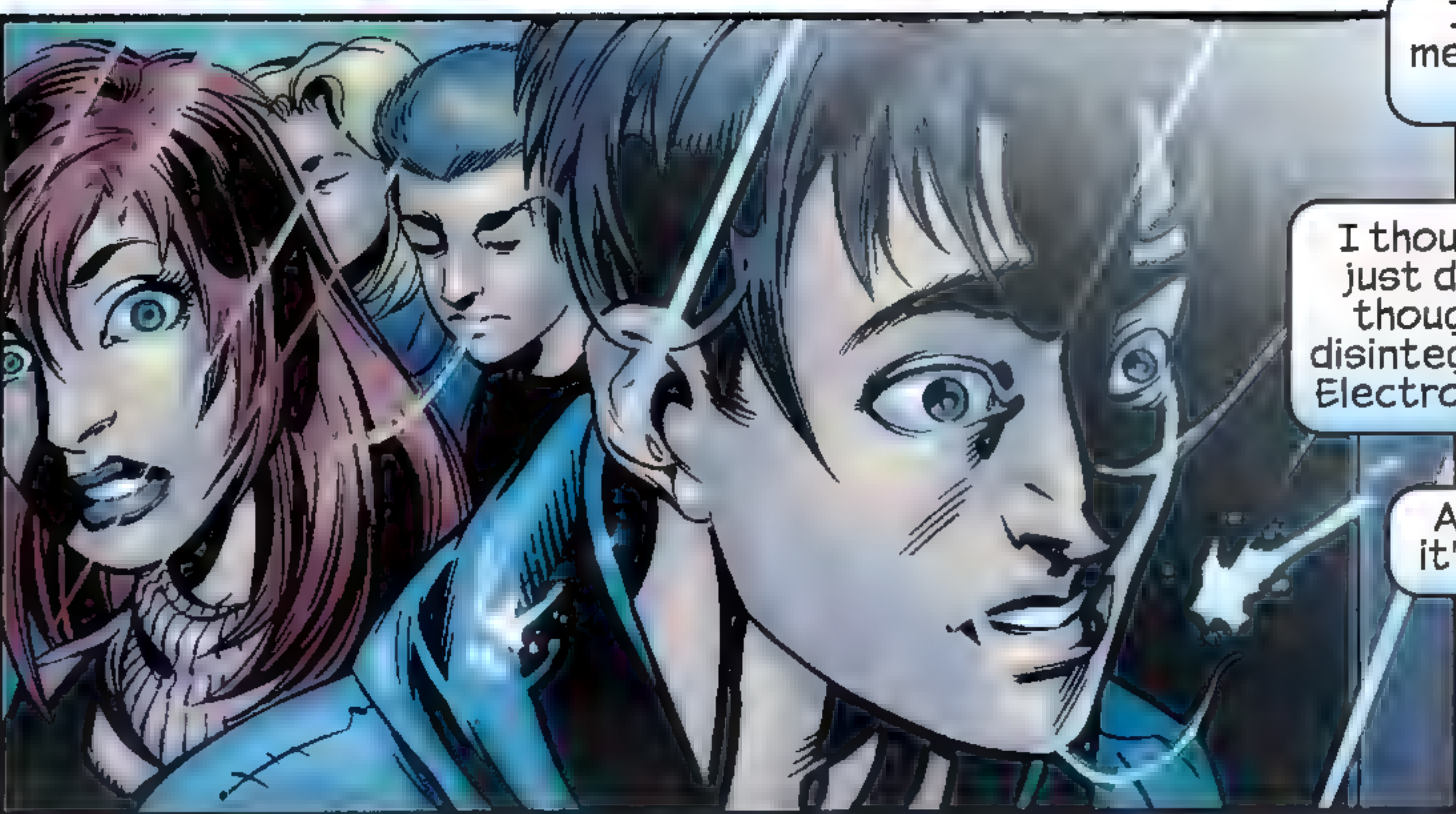
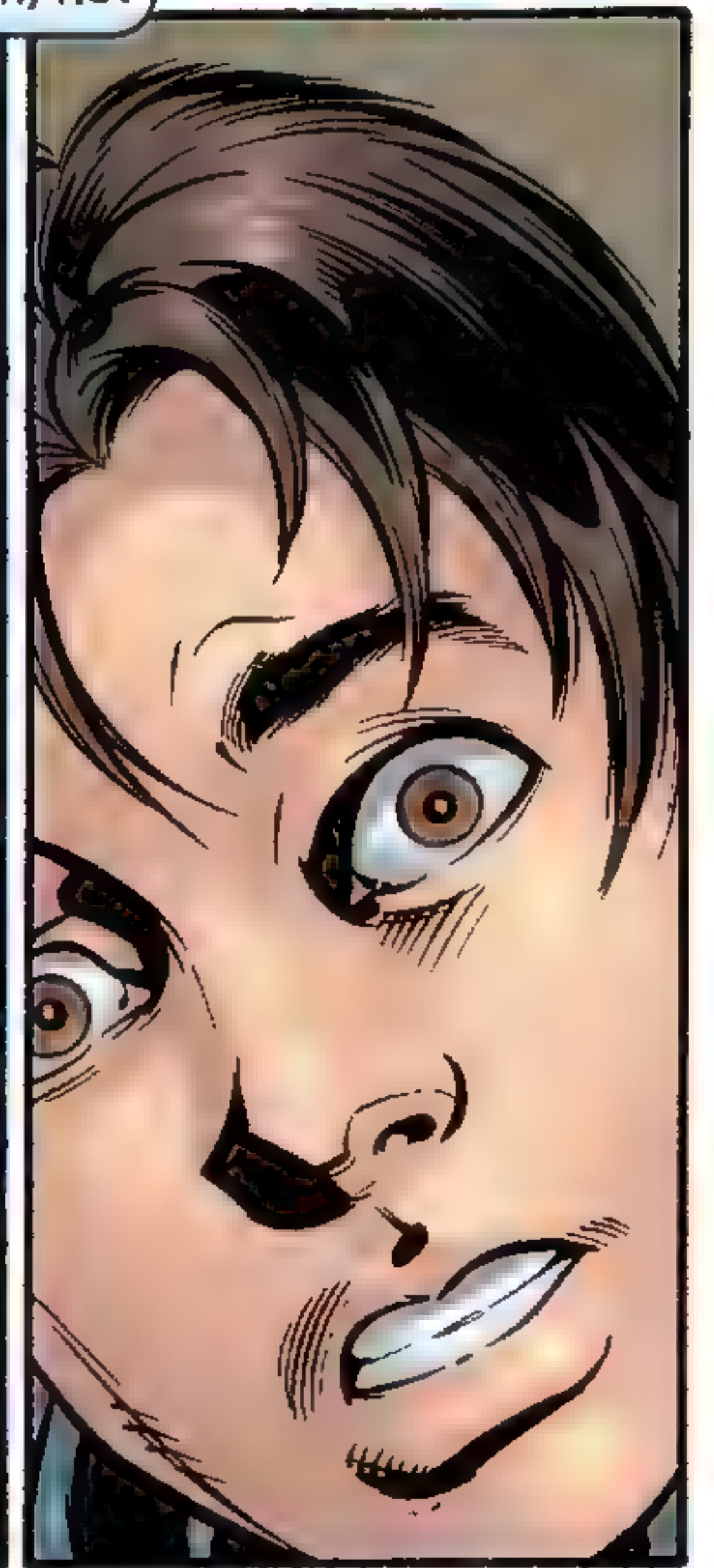
Oh, no.



I can't believe this--
I'm such an idiot.

What's going-- ?
How could this--
Oh!

The costume
has a biological
memory.



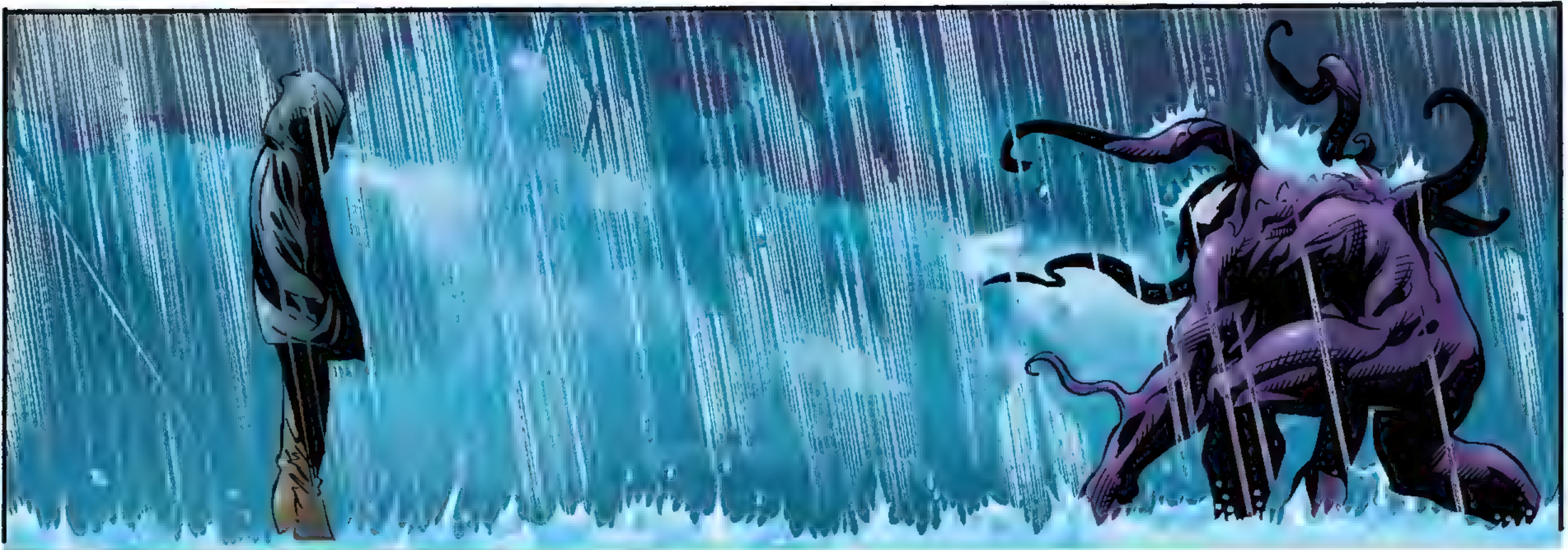
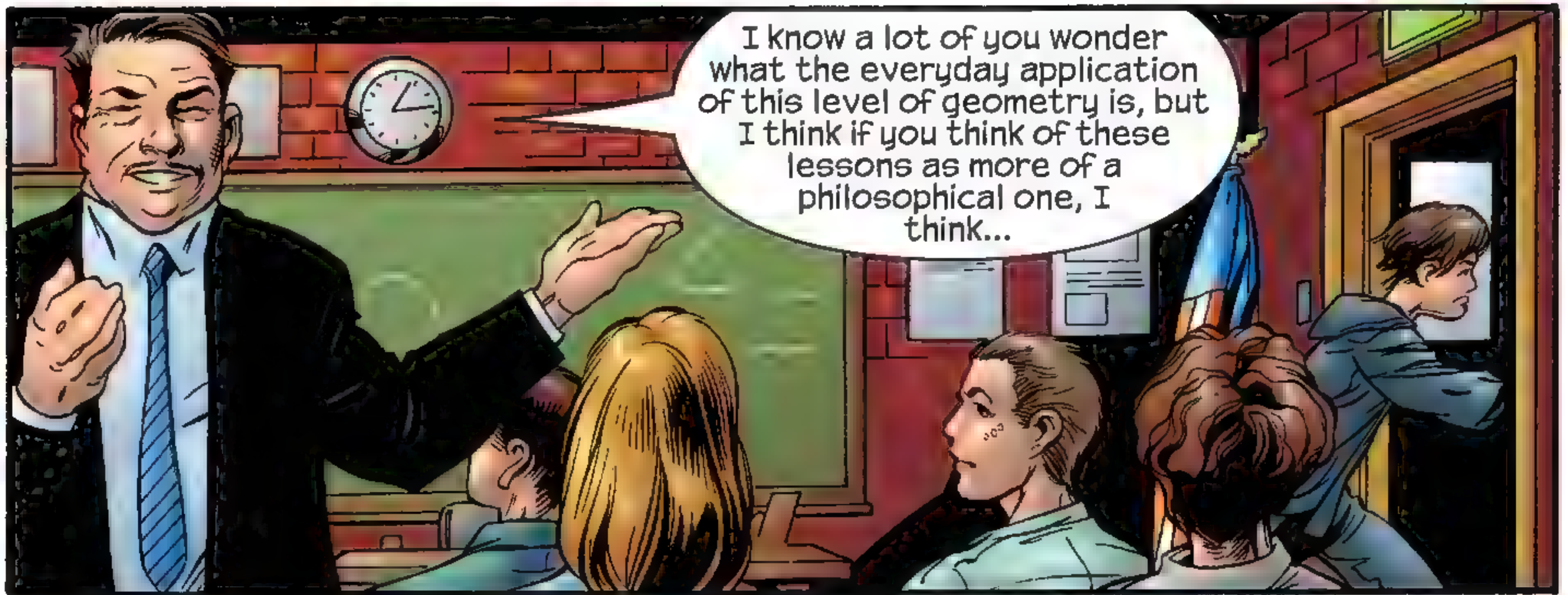
I gave it
memories to
build on.

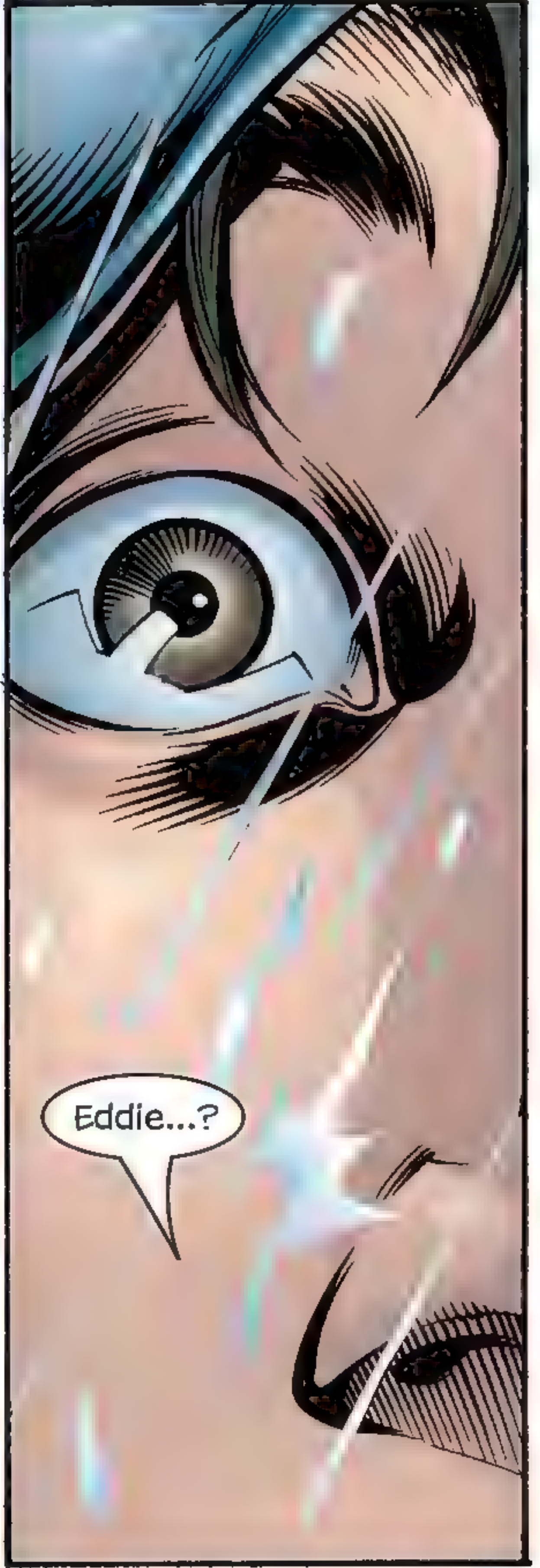
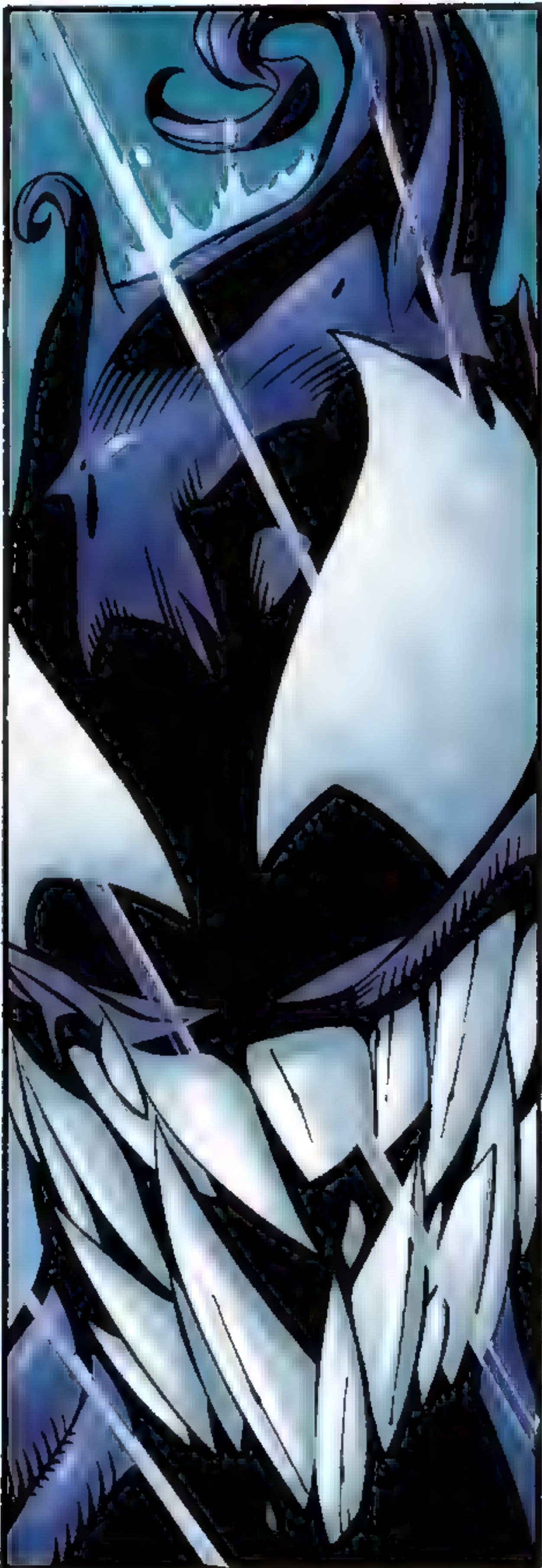
I thought it
just died. I
thought it
disintegrated.
Electrocuted.

And now
it's here...

...and it
doesn't even
know why.







ULTIMATE

SPIDER-MAN®

ISSUE
38

FATHER'S PRIDE



BENDIS
BAGLEY
THIBERT

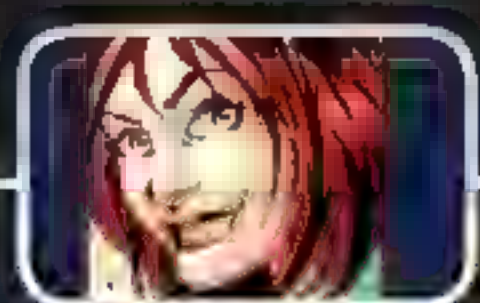
MARVEL®



Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Flash Thompson

S T I L L

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Eddie explains to Peter that their fathers were working on a secret medical project called 'the suit' that would cure cancer for good-- but they didn't finish it before they died in a mysterious plane crash ten years ago.

What Eddie has is the only remaining specimen of their work: a frozen mixture of the suit in progress. Peter is so wound up about the discovery that he sneaks into the lab as Spider-Man to take a sample of the suit to experiment and work on. But while he transfers the viscous black liquid a drop falls on his hand and transforms his entire body into the black suit.

At first the miraculous suit changes Peter into a black clad Spider-Man with all kinds of new organic powers. Peter enjoys the new powers and freedom with an amazing day of Spider-Man heroics, but things go horribly wrong when Peter loses control of himself almost killing a burglar.

Peter barely escapes the suit's control in an electrical storm. He ends up defeated mentally and physically, laying at his father's grave.

Peter goes back to the lab to steal the Venom mixture and destroy it, but Eddie catches him in the act. A desperate Peter Parker confesses everything to a shocked and angry Eddie. Peter destroys Venom-- Eddie has no choice but to let him. But Peter doesn't know there is a second mixture. Eddie waits til Peter leaves and touches it in a hope to reproduce the effects.

Eddie shows up at Peter's school, totally overtaken by the intensity of the Venom creation.

S t a n d a l o n e p r e s e n t s : ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital
colors

Chris Eliopoulos
letters

Stephanie Moore
assistant editor

C.B. Cebulski
associate editor

Brian Smith
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration



The first recorded mention of cancer came around 1600 B.C.

Egypt.

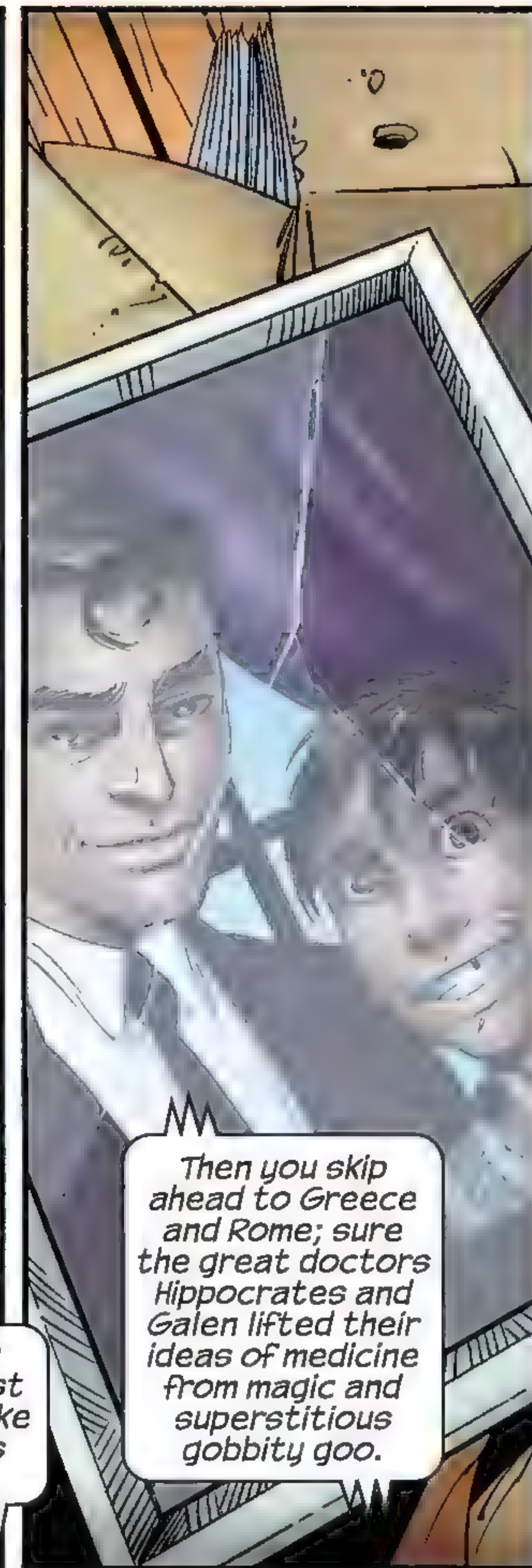
A lot of people don't know that.



They think cancer came along with cigarettes and food preservatives.



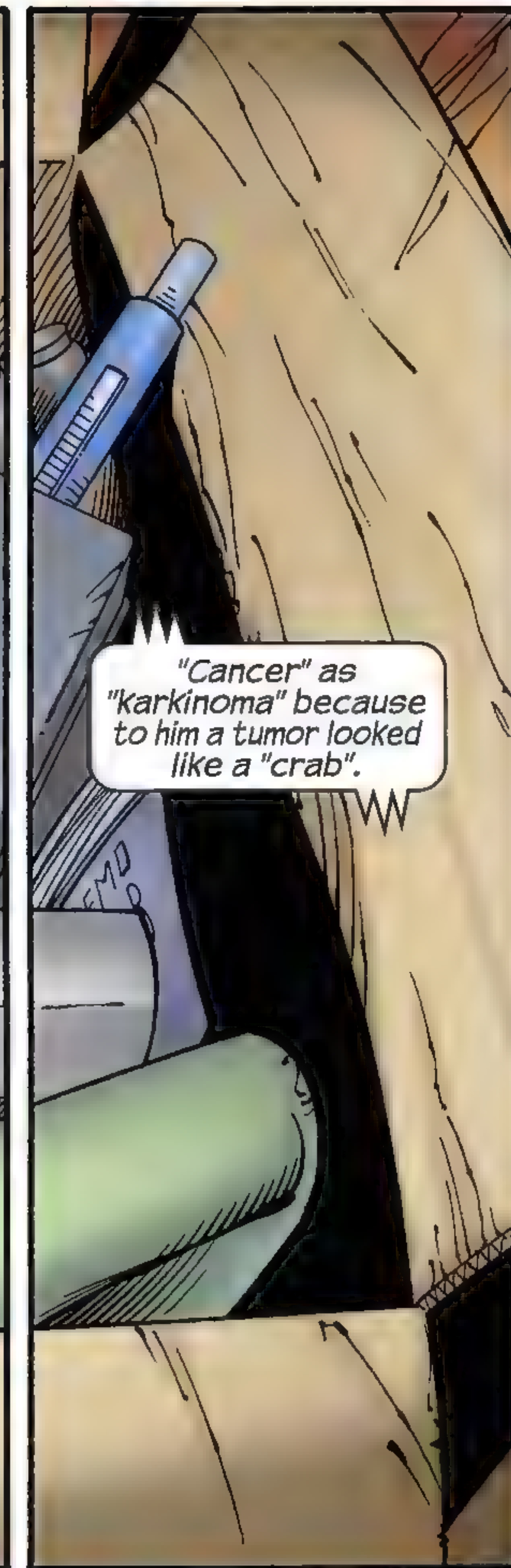
They think we brought cancer on ourselves as a plague... a plague of modern society.



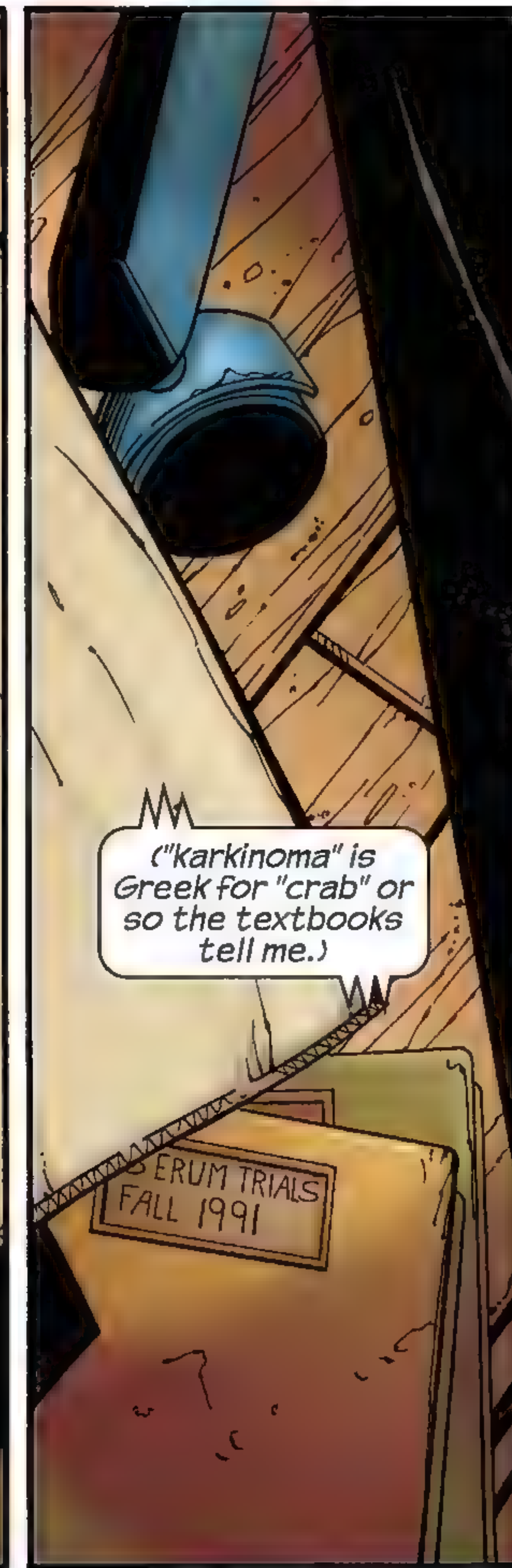
Then you skip ahead to Greece and Rome; sure the great doctors Hippocrates and Galen lifted their ideas of medicine from magic and superstitious gobbity goo.



But Hippocrates named it.



"Cancer" as "karkinoma" because to him a tumor looked like a "crab".



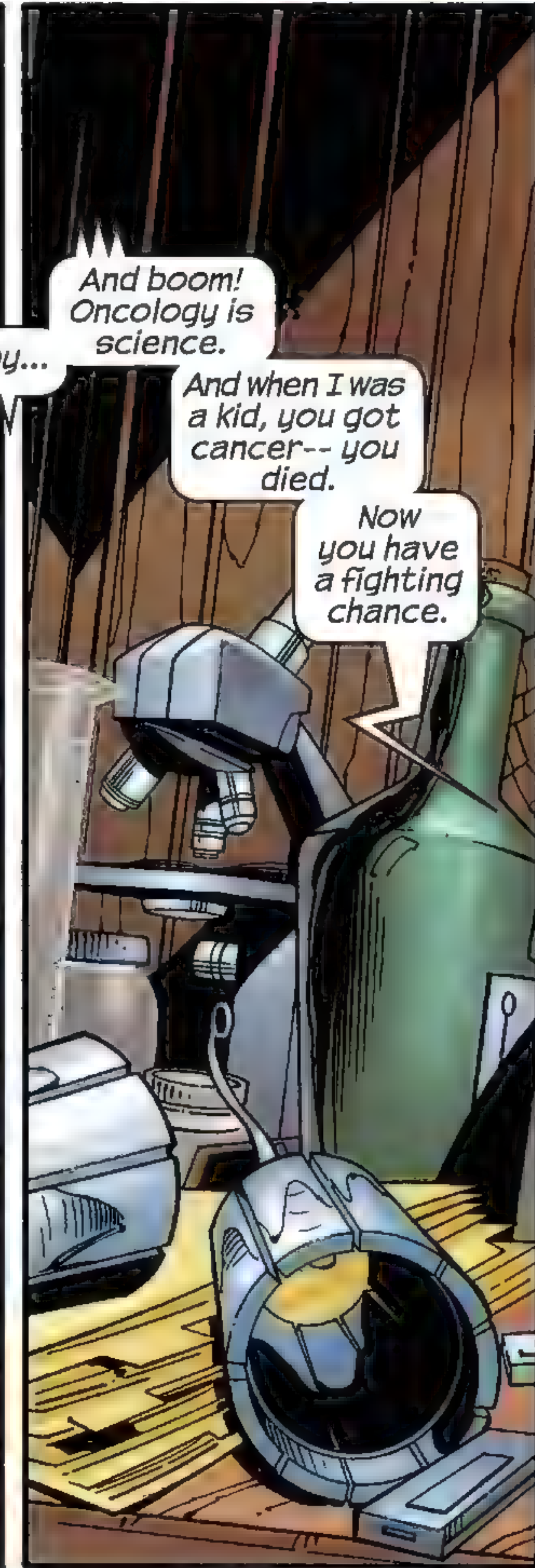
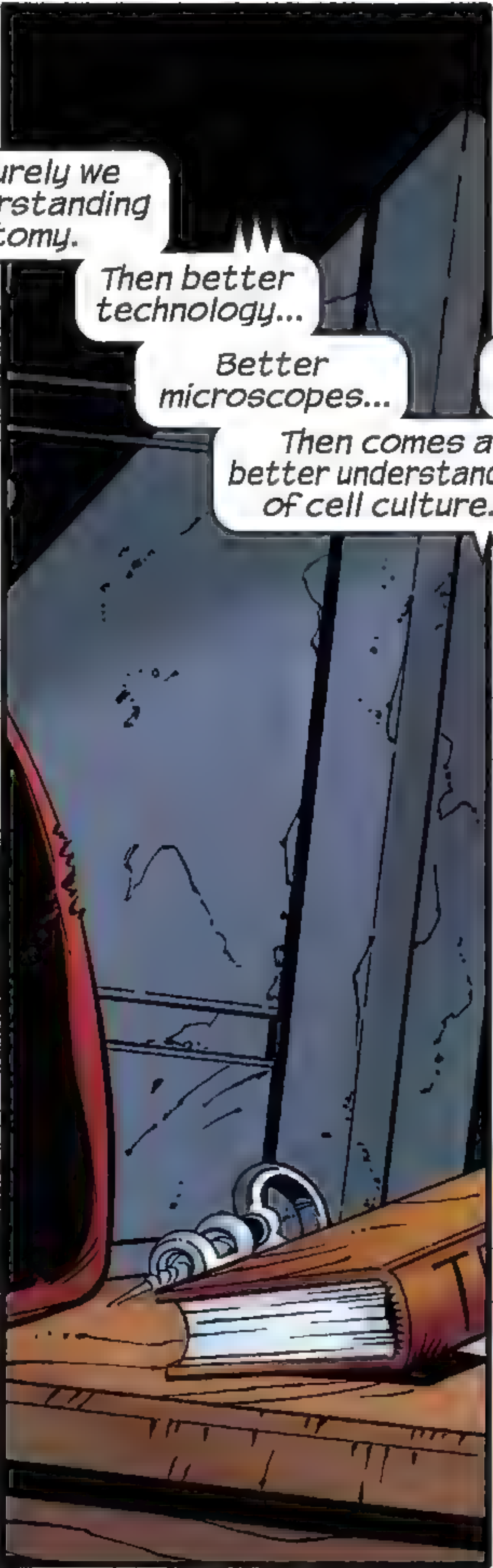
"C'karkinoma" is Greek for "crab" or so the textbooks tell me.)



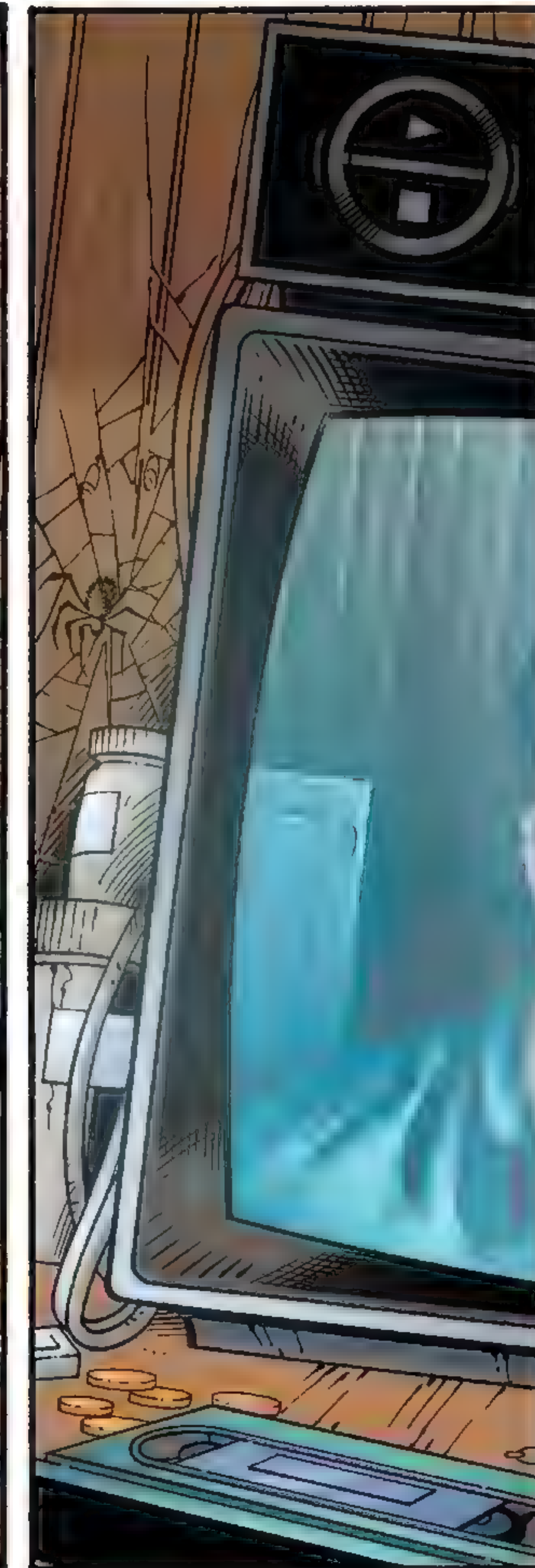
Karkinoma.



And slowly but surely we got a better understanding of human anatomy.



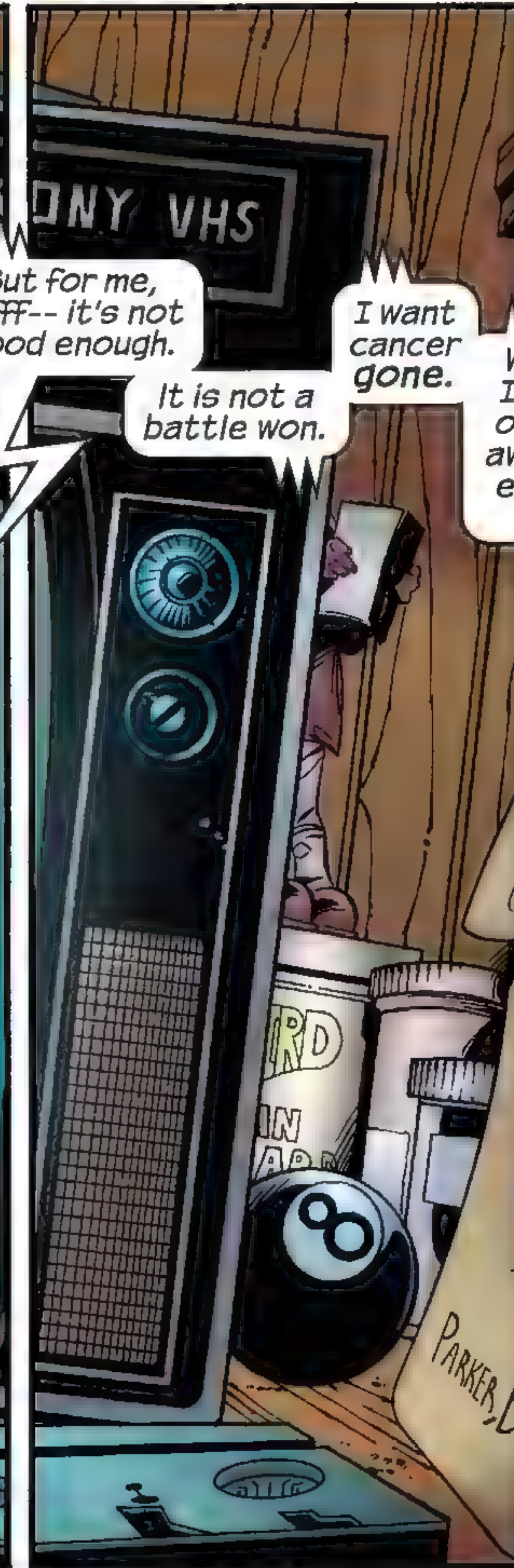
And boom! Oncology is science.
And when I was a kid, you got cancer-- you died.
Now you have a fighting chance.



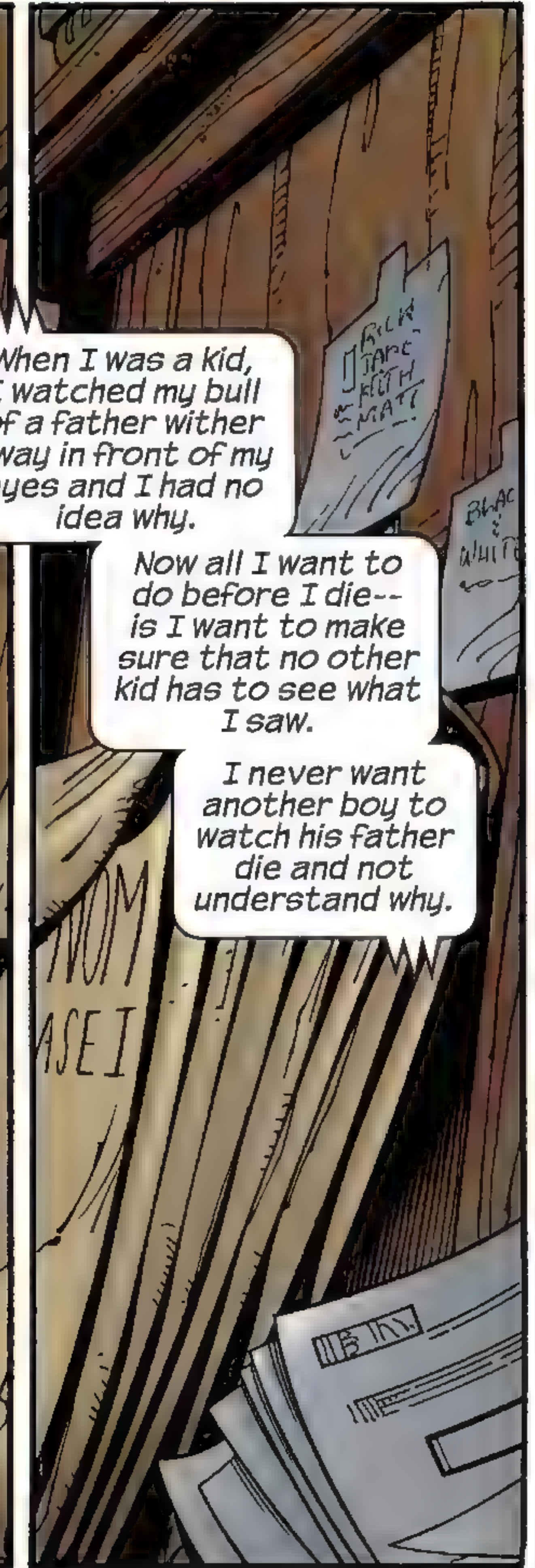
But for me, pffff-- it's not good enough.




I want cancer gone.



When I was a kid, I watched my bull of a father wither away in front of my eyes and I had no idea why.



Now all I want to do before I die-- is I want to make sure that no other kid has to see what I saw.
I never want another boy to watch his father die and not understand why.



With our invention-- the suit--
we were treading ground no
one had even come near before.

Not Reed Richards.
Not Tony Stark. Not
William Marsden. Not
Alexander Hadow.

And it blew up
in our face.

Even before we
drowned ourselves
in the corporate
cesspool of lawyers
and weasels.

It failed.

I failed.

"The suit" was
our shot, kiddo.

We thought we
had it. We thought
we cured it. On
paper-- it was there.

We were thinking
so outside the box,
Eddie's father and I.

And it
felt... good.

It didn't feel like
we were failing,
it felt right.

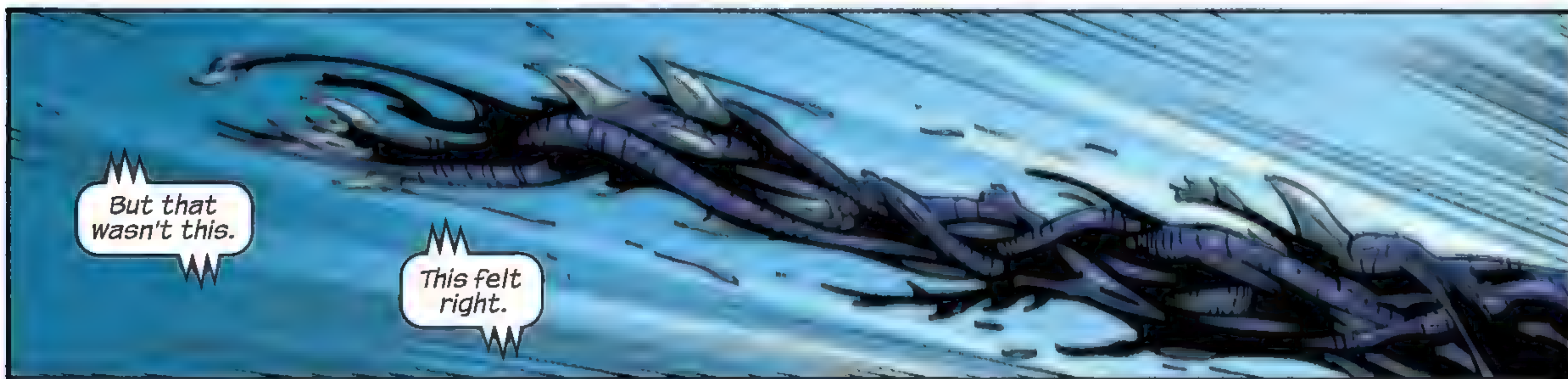
And I think by
the time you'll
watch this tape--
you'll know what
I'm talking about
when I say it
felt right.

Sometimes--
even while you're
in the act of trying
something, you
know deep down
you're going to fail.

But you go
ahead anyhow.

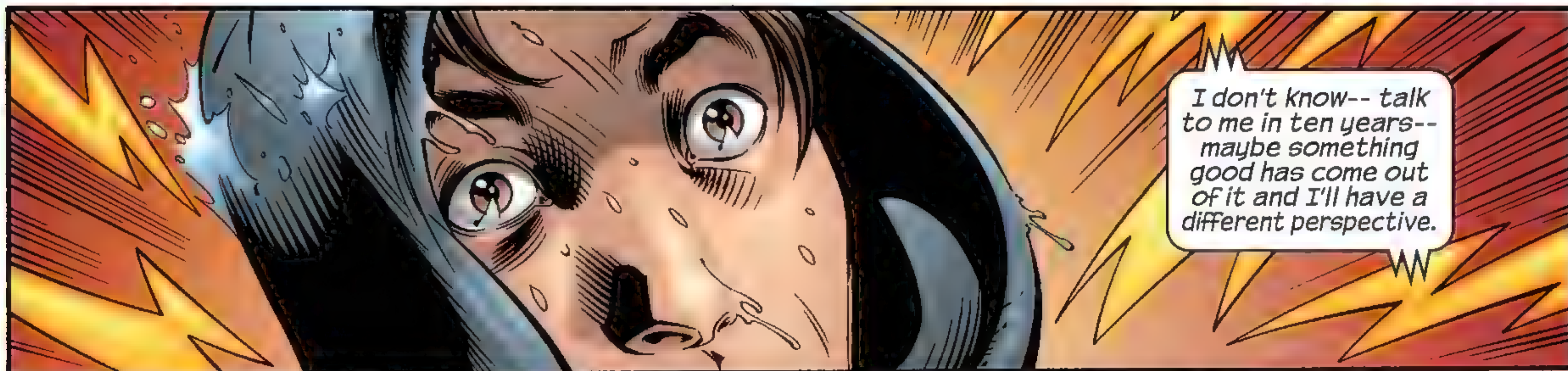
Eddie...

...please tell
me you didn't do
this to yourself
on purpose.



But that wasn't this.

This felt right.



I don't know-- talk to me in ten years-- maybe something good has come out of it and I'll have a different perspective.



I'll be sitting here watching this tape with you and I'll be laughing it up like no one's business.



But right now, today, it stings.



Today I am sure that somewhere up in Greco/Roman heaven, the great doctors Hippocrates and Galen are looking down at me and laughing their superstitious faces off.

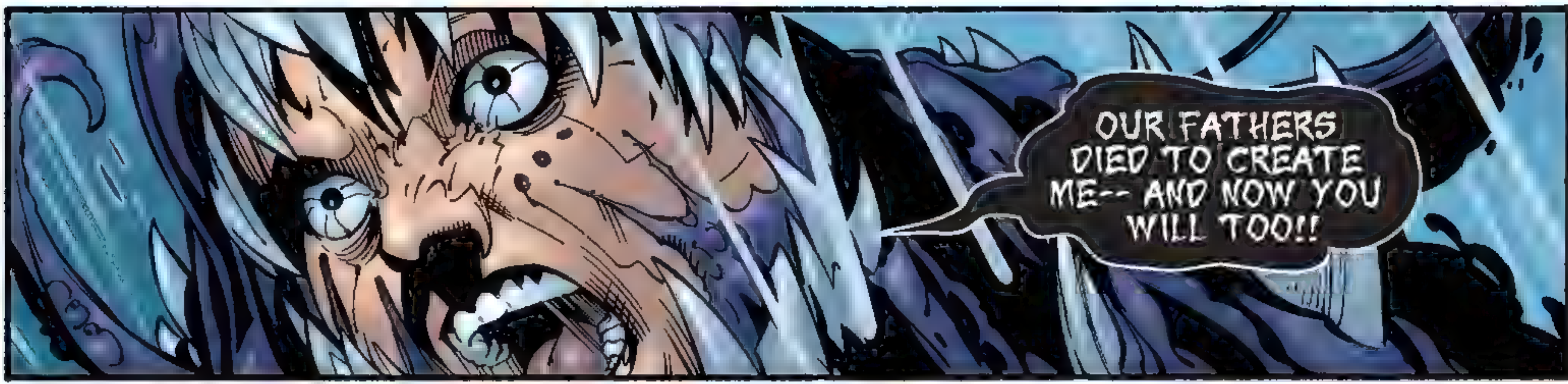


Listen to me, Eddie, you're smarter than this.

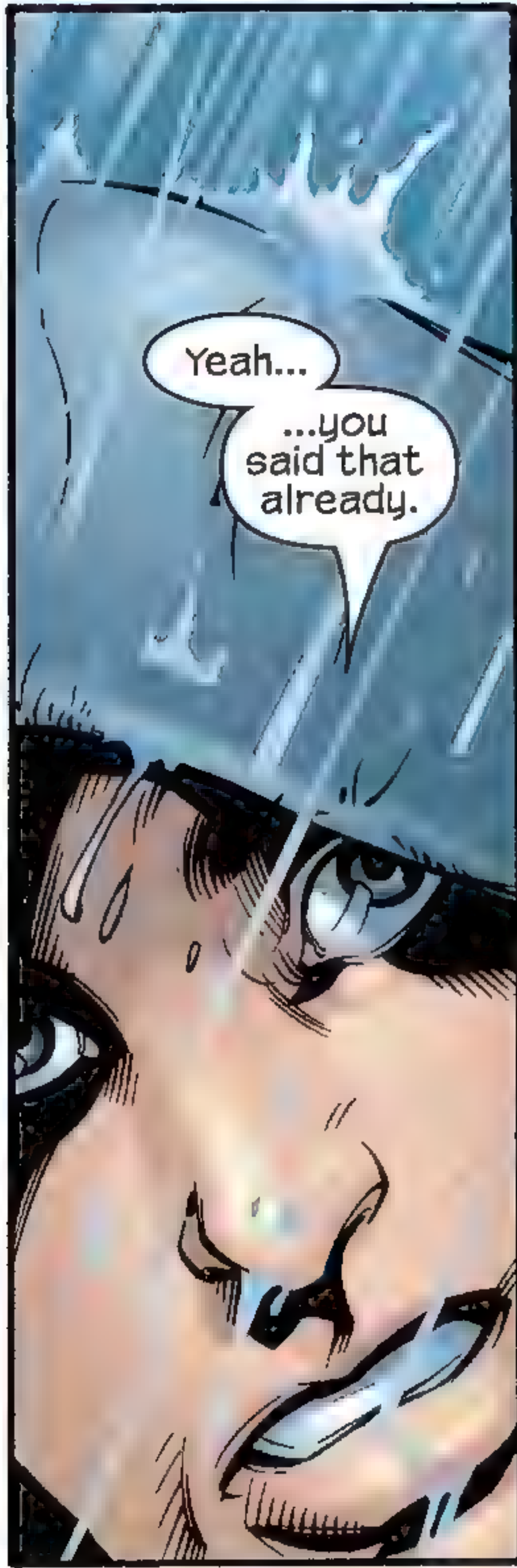
This isn't you, it's the suit.

I've been behind it, I know what it's doing to you.

Let me help you before you do something you're going to regret.



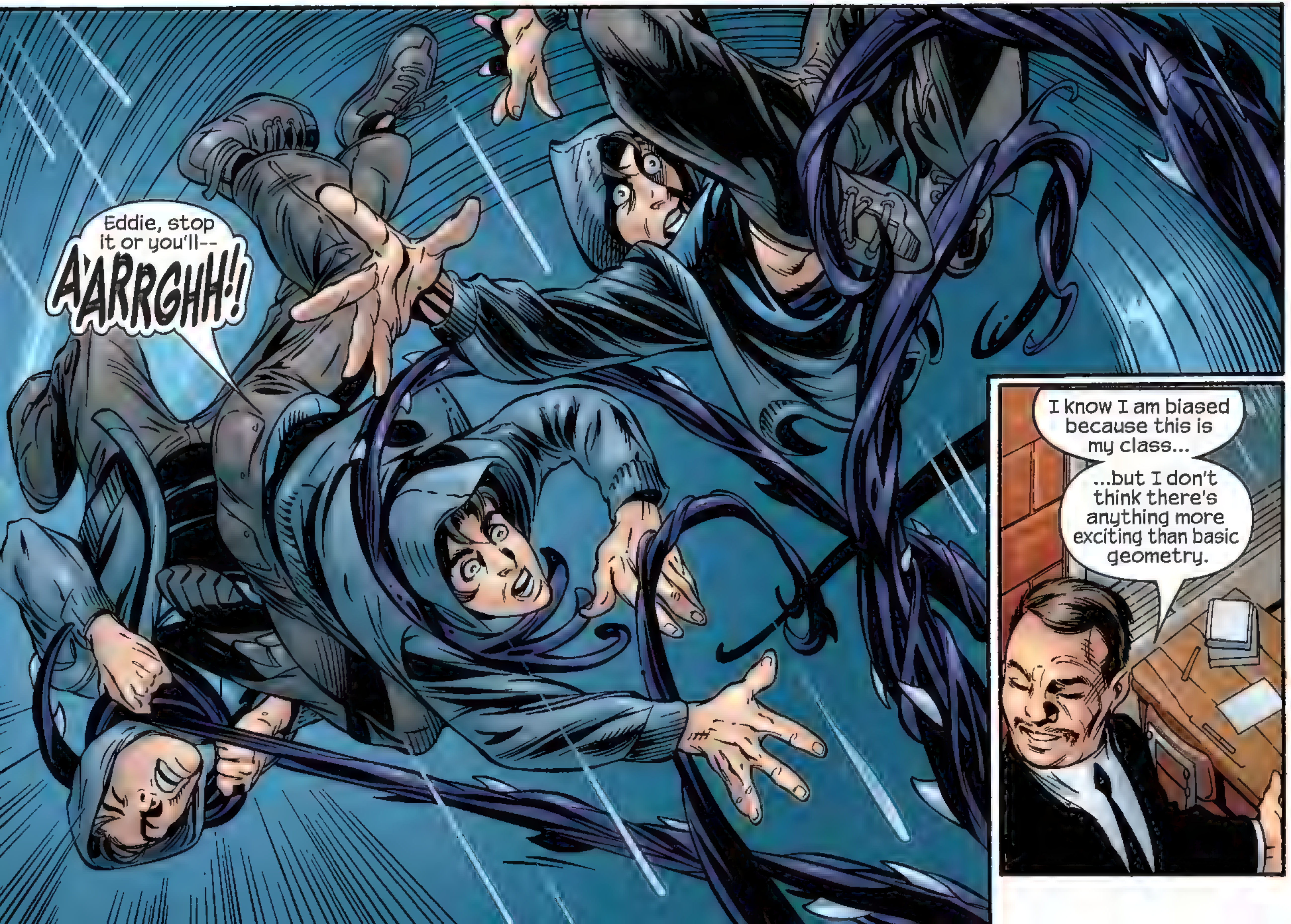
OUR FATHERS
DIED TO CREATE
ME-- AND NOW YOU
WILL TOO!!



Yeah...
...you
said that
already.



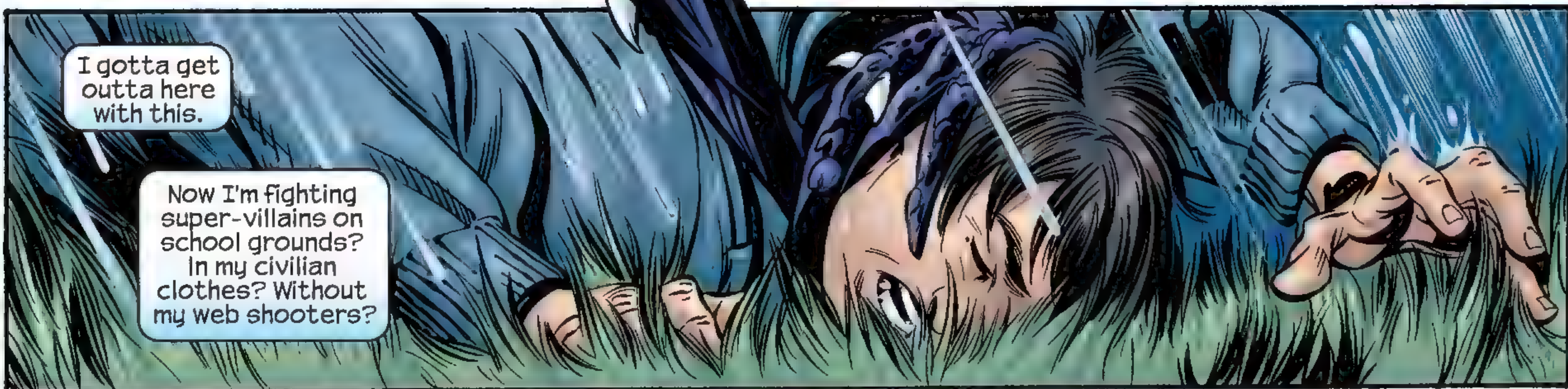
NOW YOU
WILL!!!



Eddie, stop
it or you'll--
A'ARRGHH!!

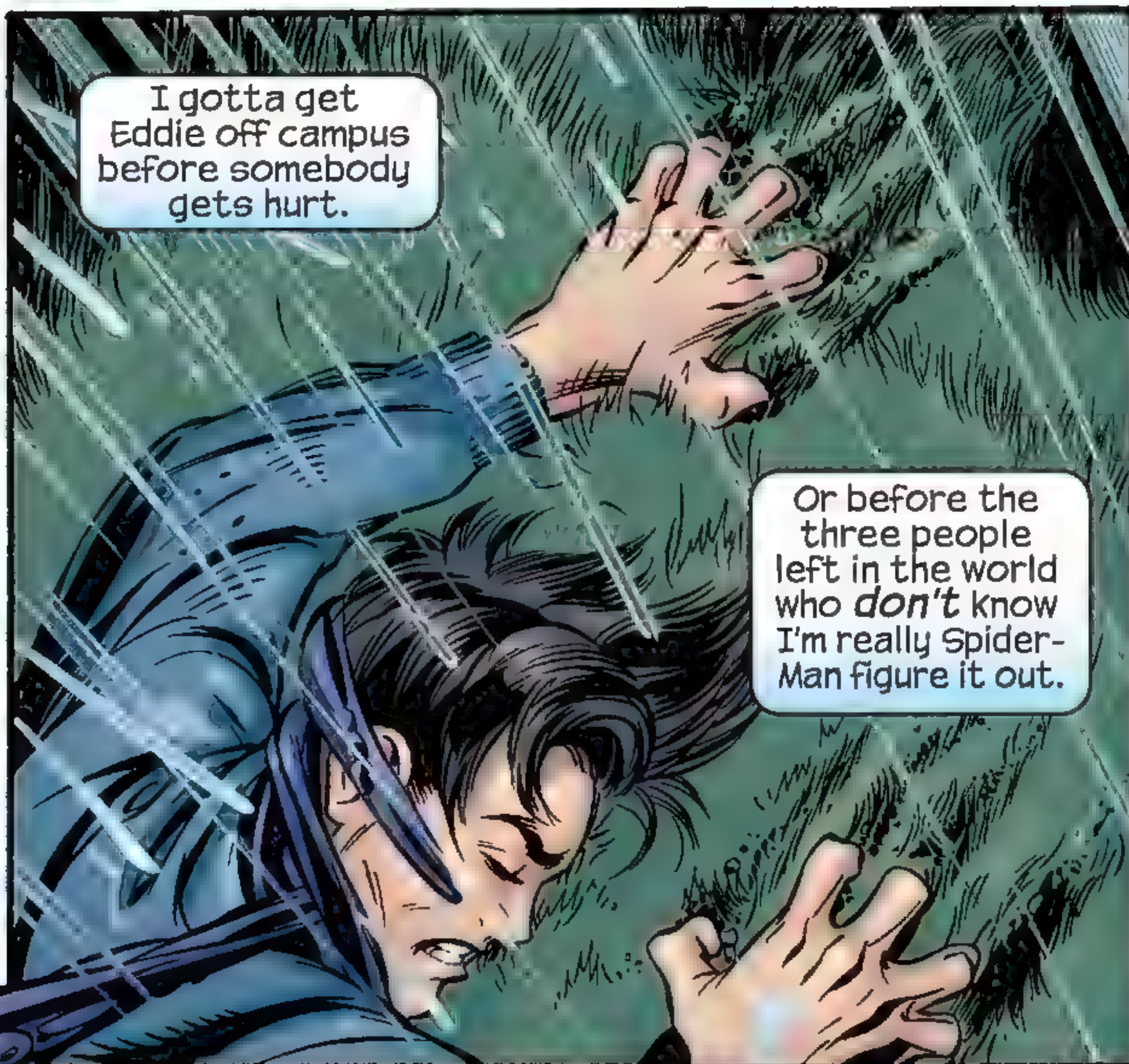


I know I am biased
because this is
my class...
...but I don't
think there's
anything more
exciting than basic
geometry.



I gotta get outta here with this.

Now I'm fighting super-villains on school grounds? In my civilian clothes? Without my web shooters?



I gotta get Eddie off campus before somebody gets hurt.

Or before the three people left in the world who *don't* know I'm really Spider-Man figure it out.



Why did Eddie--

AAGGHHH!

AARRGHHH!!



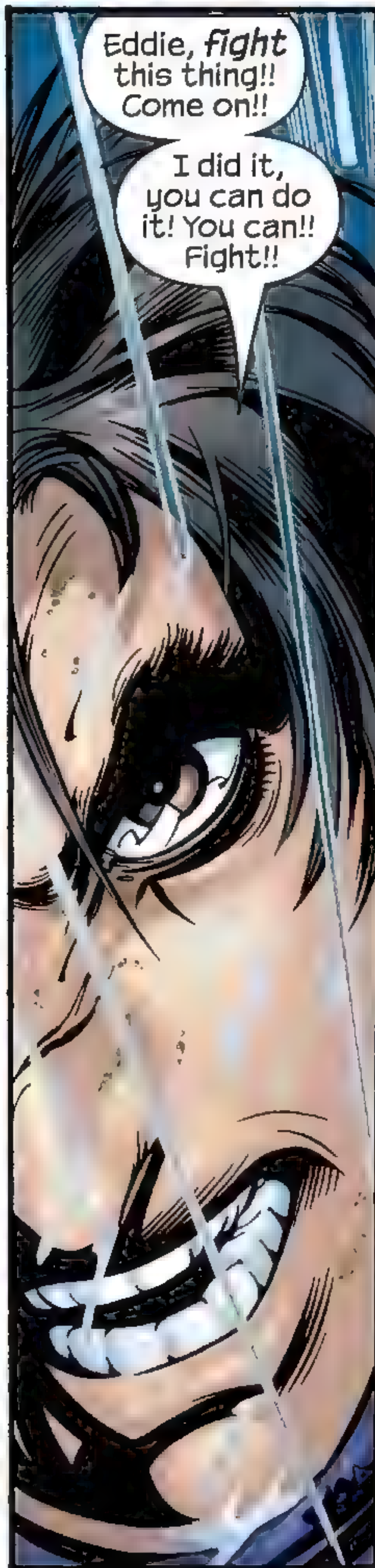
Eddie, snap out of it!! Come on! You're in there!

Snap out of it!! **Fight** it!!

I don't want to slap you one.



Eddie, you don't know how strong I am. Seriously.



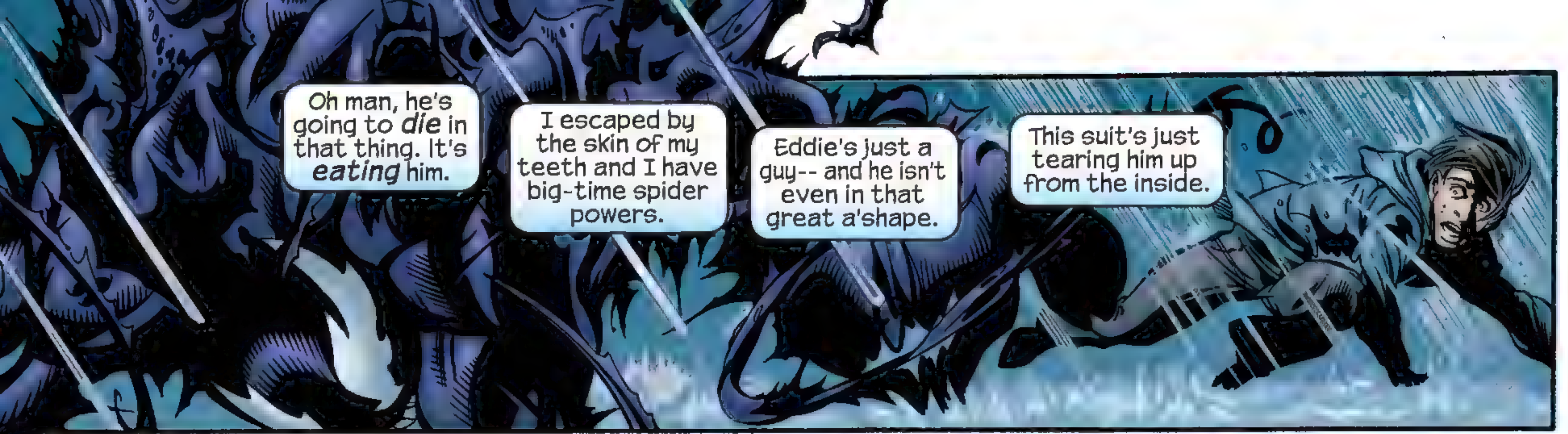
Eddie, **fight** this thing!! Come on!!

I did it, you can do it! You can!! **Fight!!**



WWHHYY??!!

NYAAARRGHH!!



Oh man, he's going to *die* in that thing. It's *eating* him.

I escaped by the skin of my teeth and I have big-time spider powers.

Eddie's just a guy-- and he isn't even in that great a'shape.

This suit's just tearing him up from the inside.



AAFFGGG!!

How do I get him out of there??

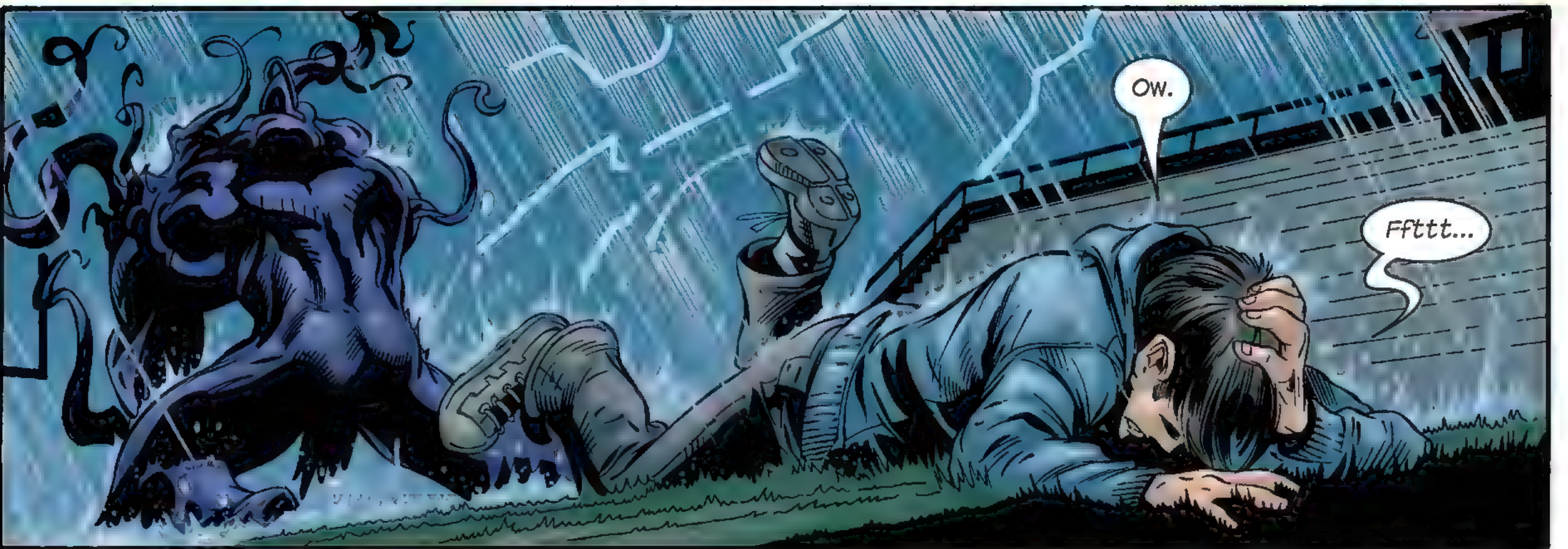
I still can't tell if he *wants* out.

Eddie, let me help.



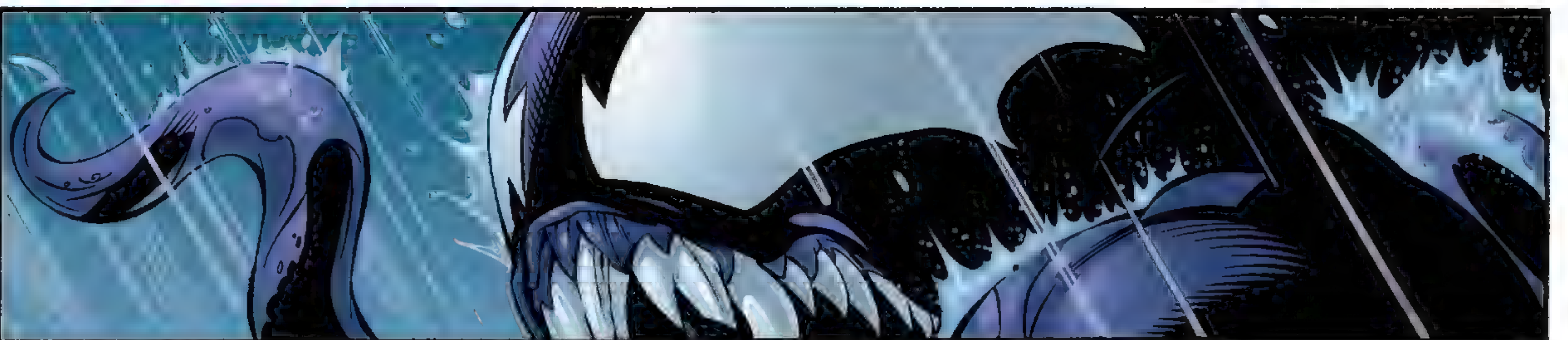
Just give me a sign that you can hear--?

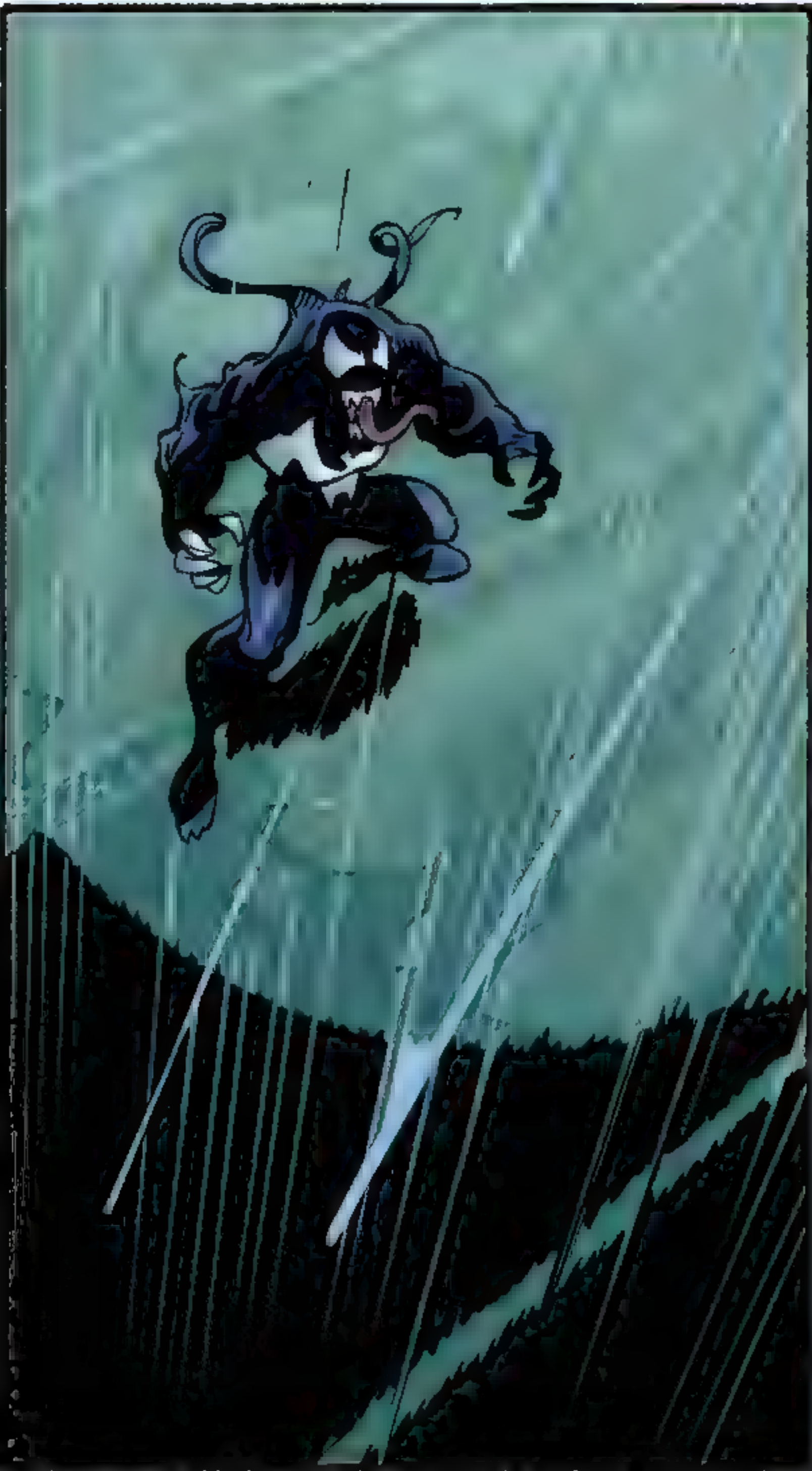
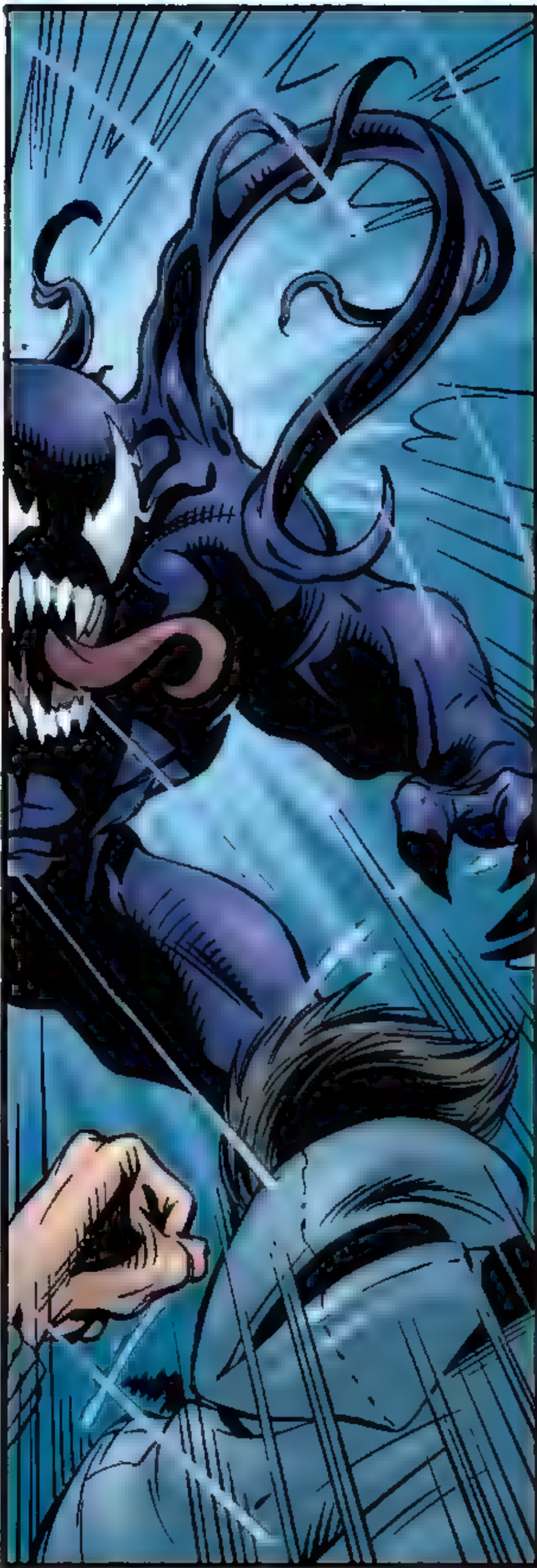
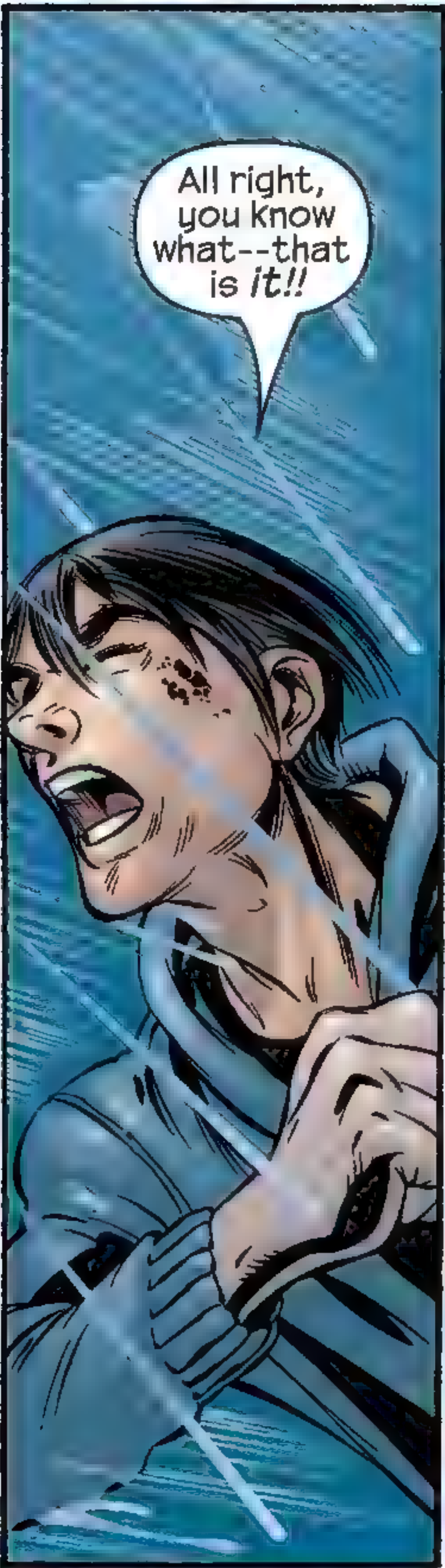
THWACK!



OW.

Ffttt...







God, look at him. Look at that.

Eddie isn't in control of that.

It's just imitating anything I do.

What? Does it have a biological memory? Or is it just feeding off Eddie's brain?

Or both?

Or what?



How could he do that to himself?

Did he do that to himself on purpose?

He's kinda acting like he did.



Uch-- How many friends do I have to lose in this super hero crap?

Harry, MJ, now this.

And he's so angry at me. He's so *angry* at me that he would *kill* me?

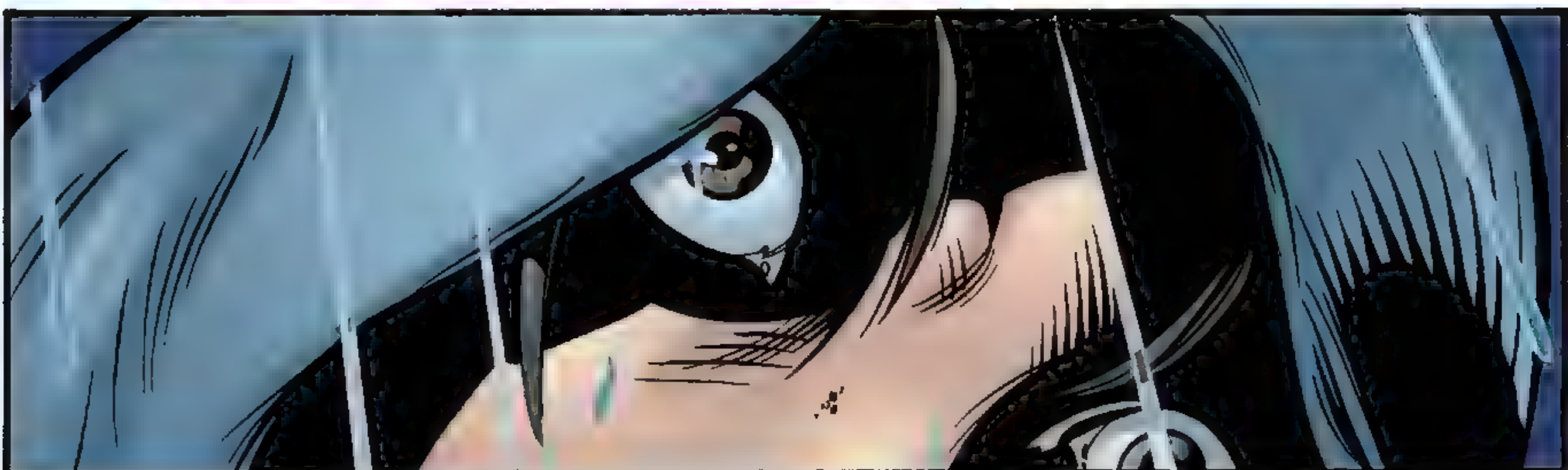
Is he really *like* that? Or is it the suit?

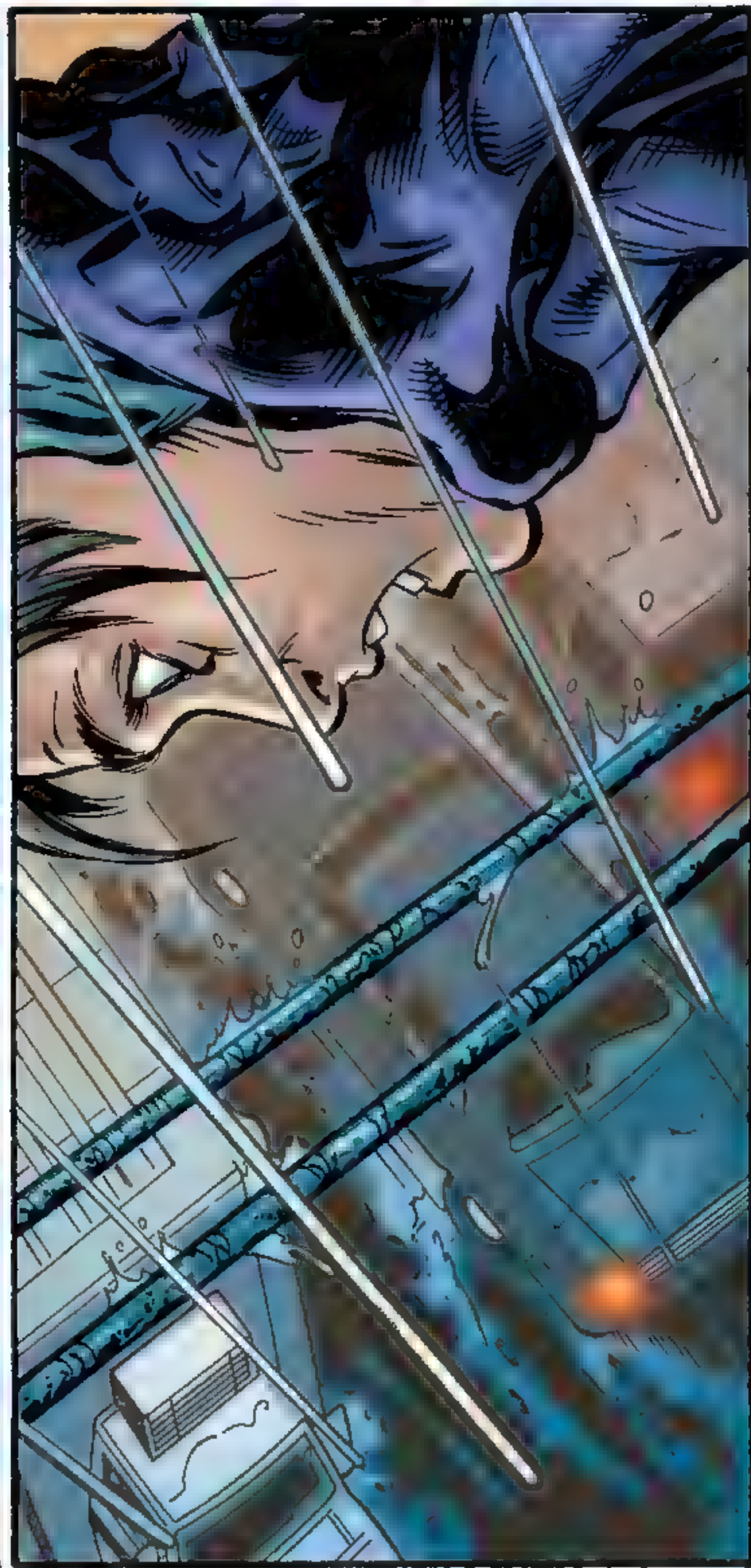
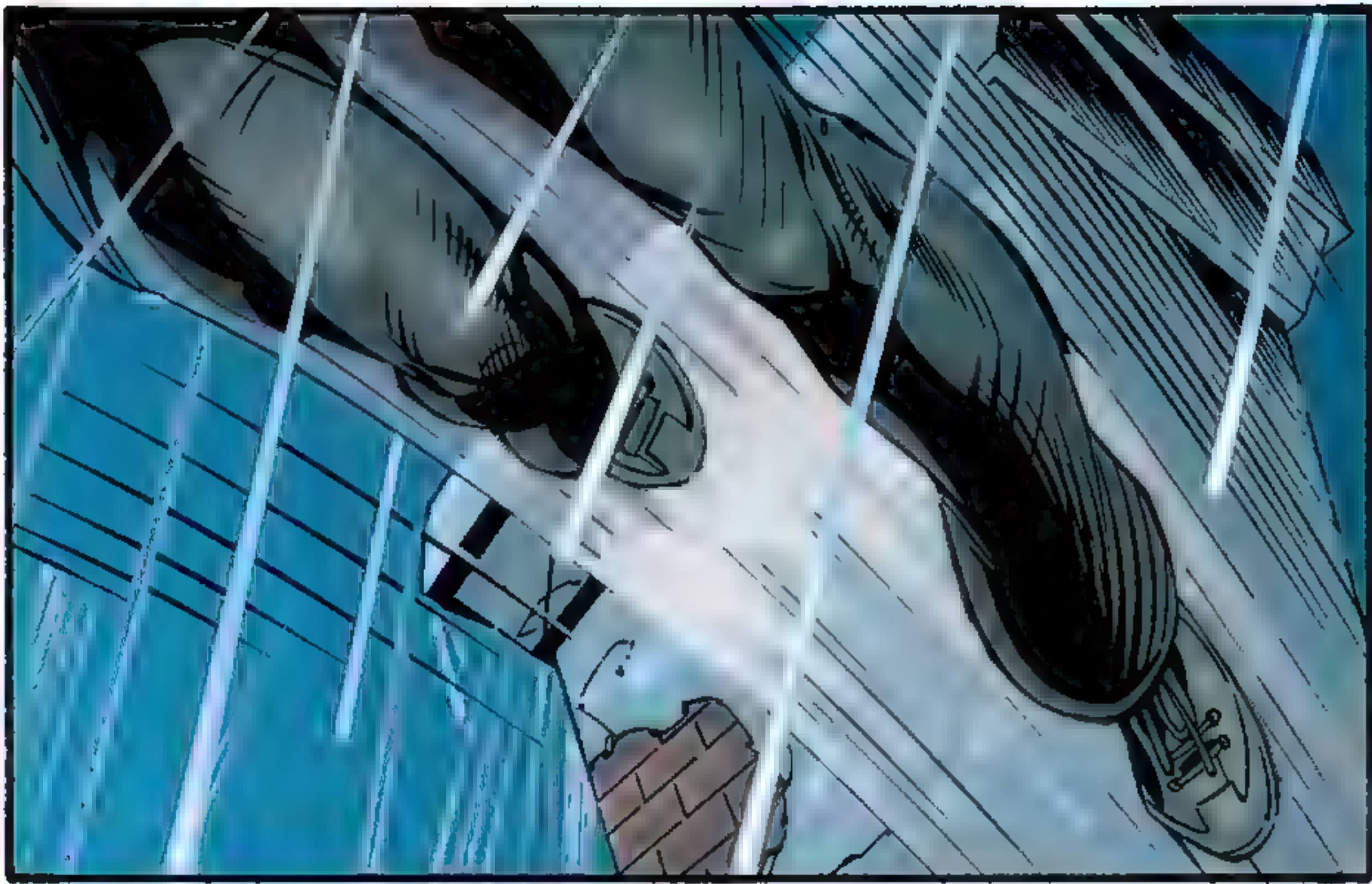


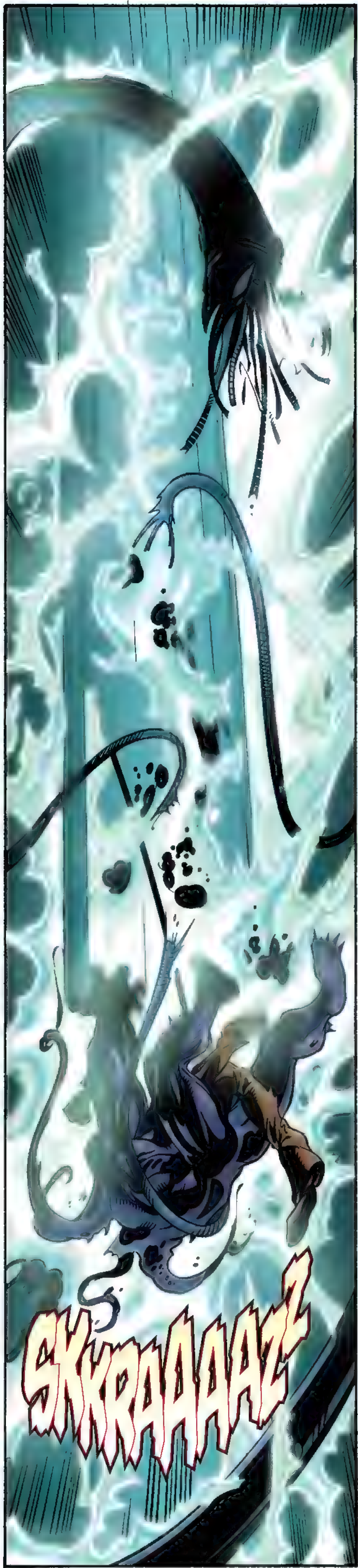
Did the suit just totally drive him insane? Is that the deal?



Oh man, here we go.



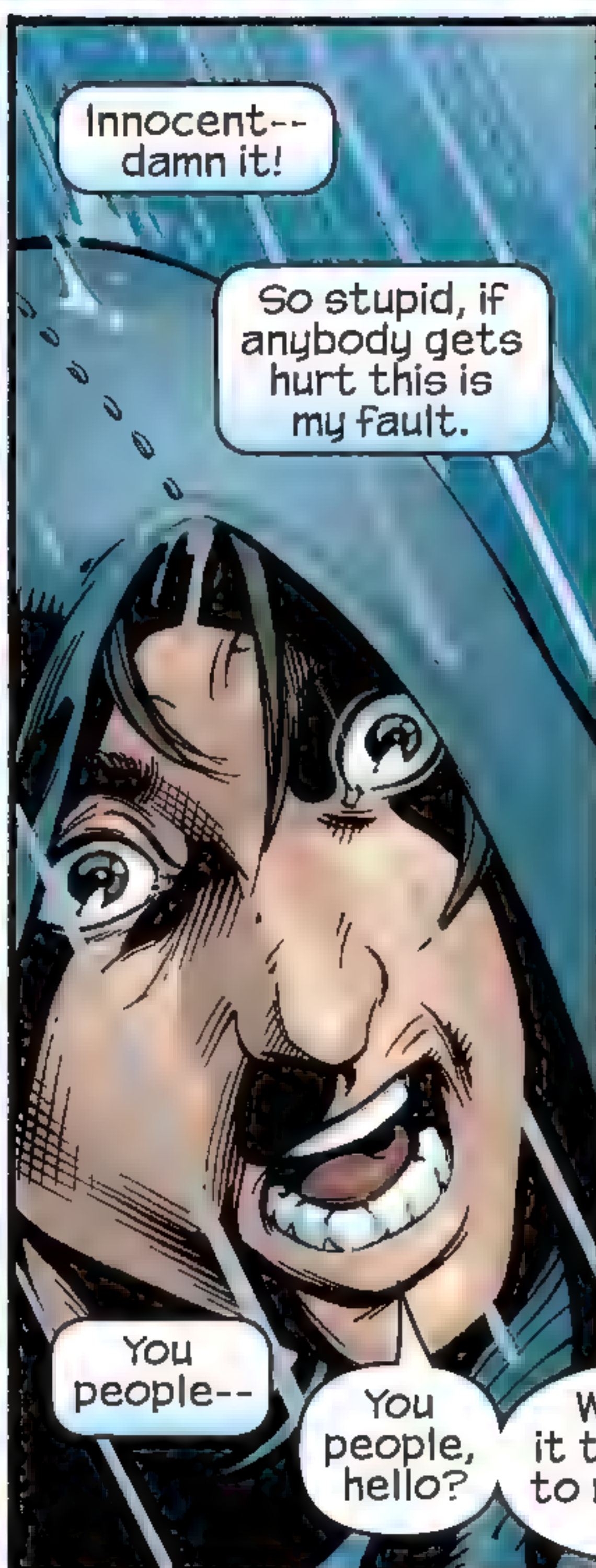






Oh, no.
Oh, no.

I brought
this fight out
where there
are people.



Innocent--
damn it!

So stupid, if
anybody gets
hurt this is
my fault.

You
people--

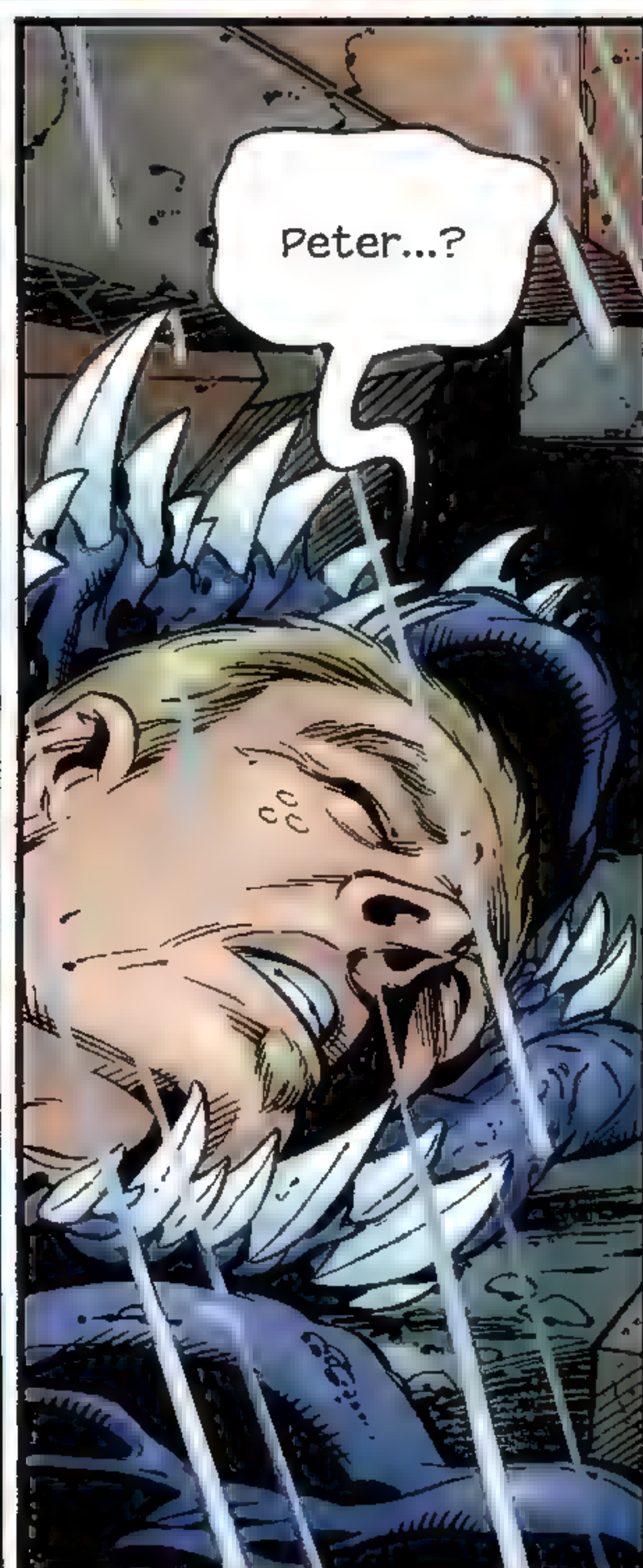
You
people,
hello?

What does
it take for you
to run for your
lives!!



Eddie?

Ughh...



Peter...?



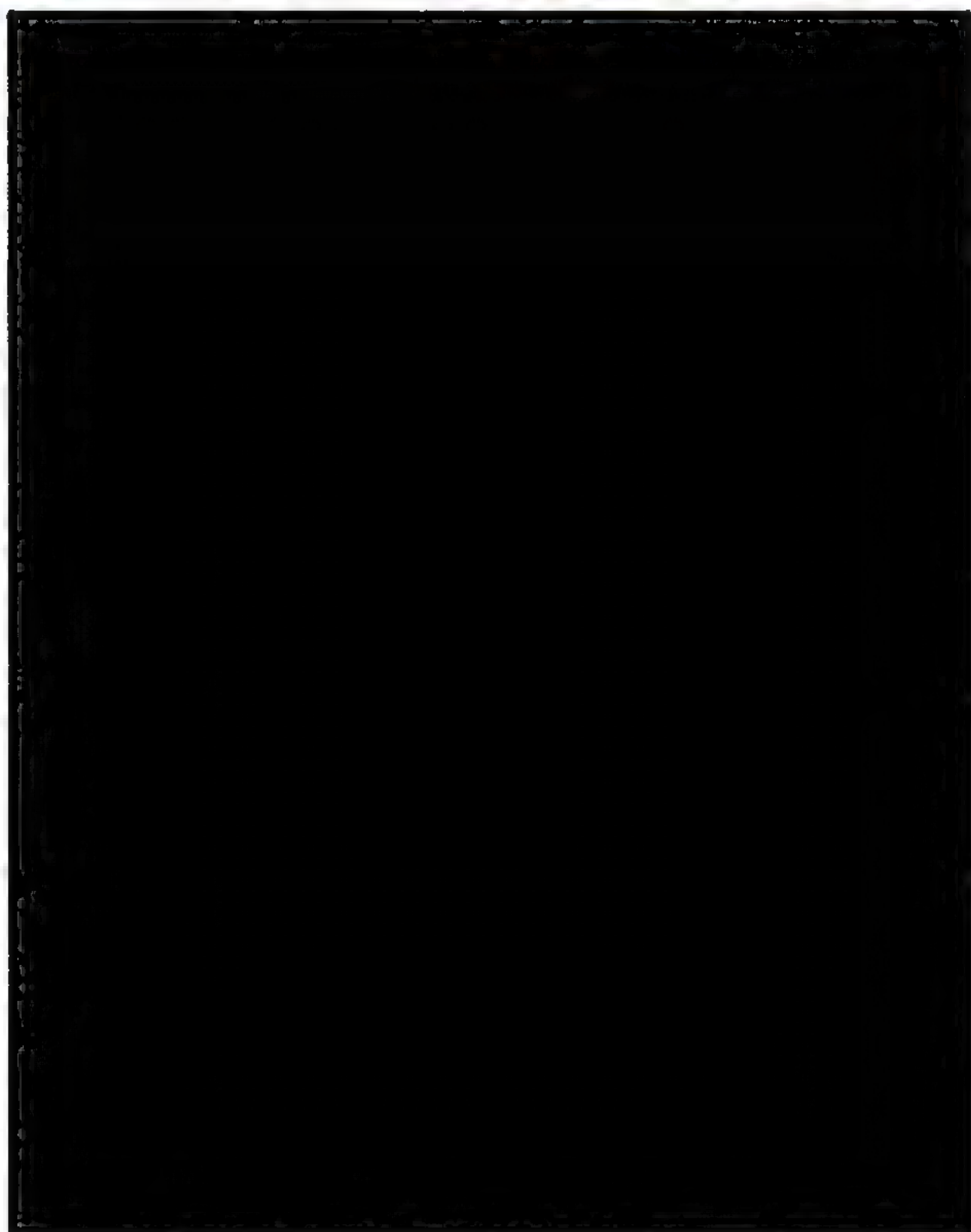
Eddie,
come on,
man.

Come
on...



Oh,
Eddie, thank
God...







Ggkktt--
Eddie?

HOW DOES
IT FEEL NOW?

Ppftt...



LOOK AT
YOU NOW!
LOOK AT YOU
NOW!!

Ikkk... I
don't--

A THIEF
AND A LIAR!

YOU KNEW,
PARKER!!

YOU KNEW
MY FATHER HAD
CREATED-- MY
FATHER WAS A
GENIUS!!



No!!
Killing
me--

I HAVE
TO!!

IT NEEDS
YOU-- IT NEEDS
YOU TO SURVIVE.
IT NEEDS YOU MORE
THAN ME!!

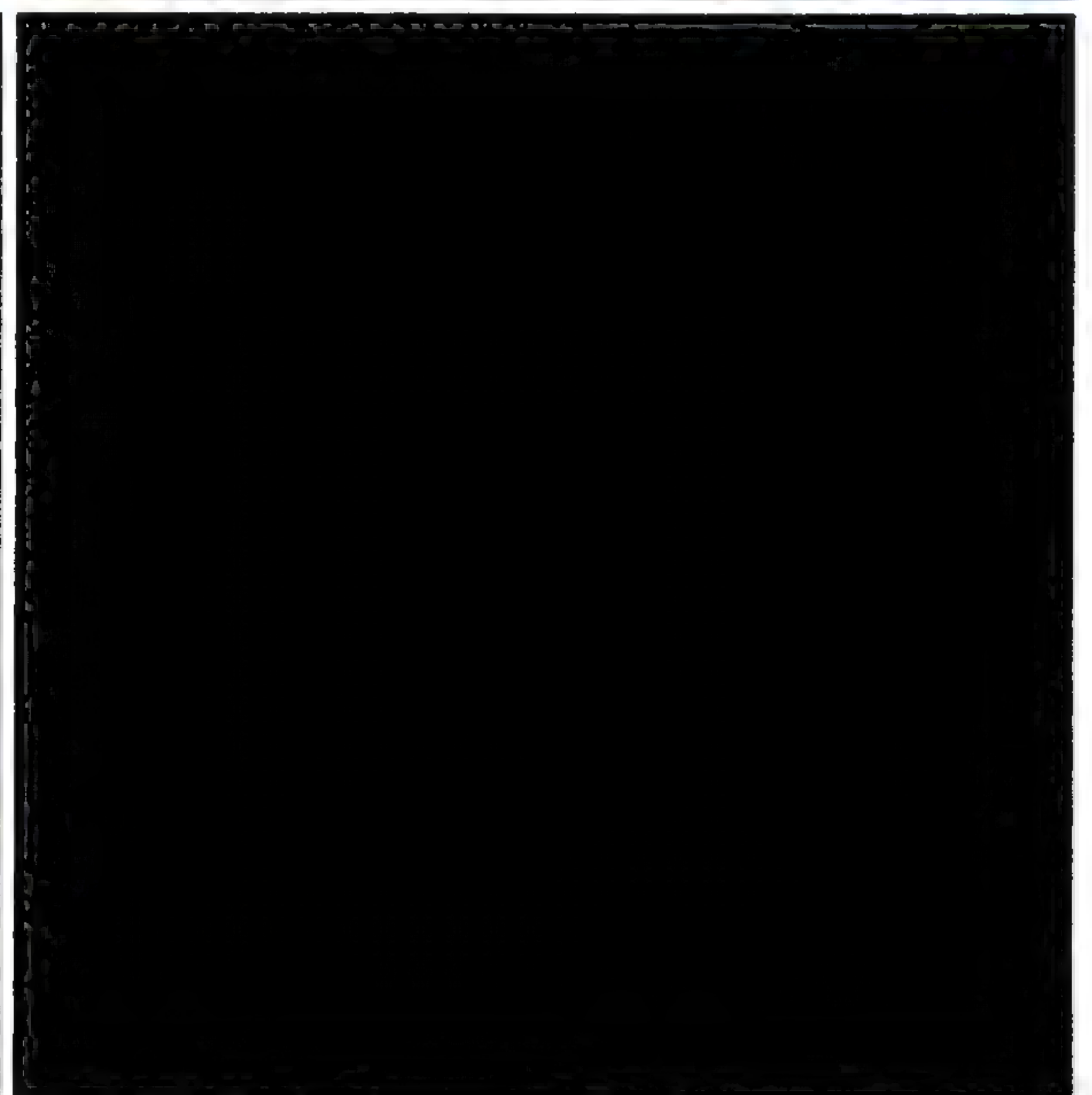
I CAN'T
DO IT ALONE.

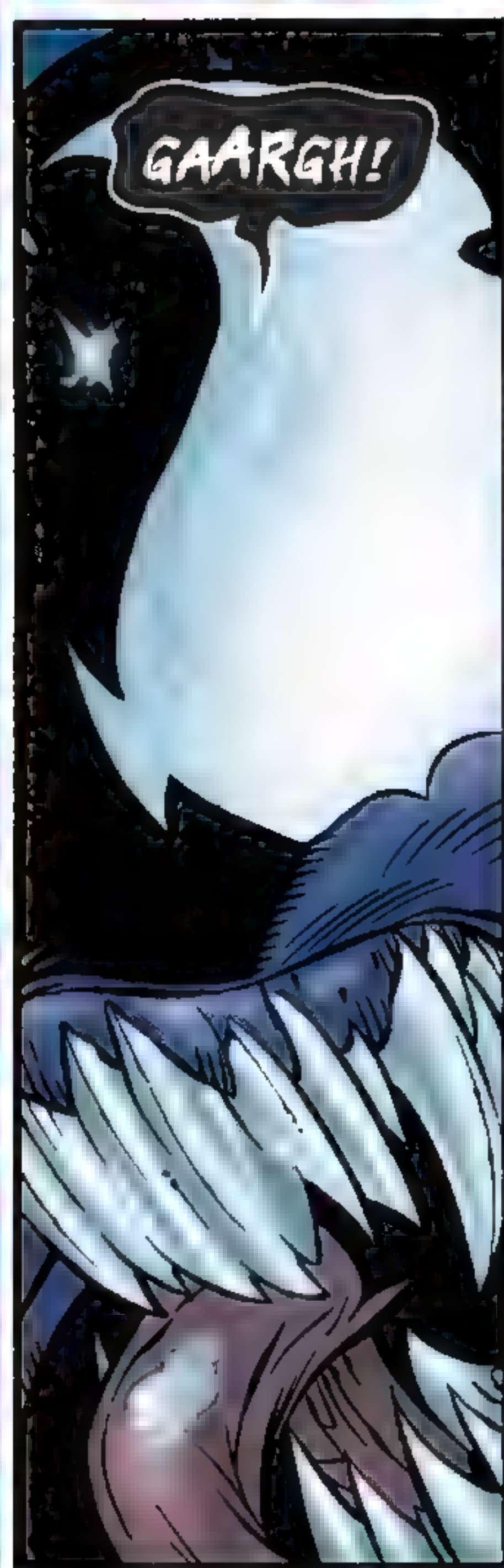
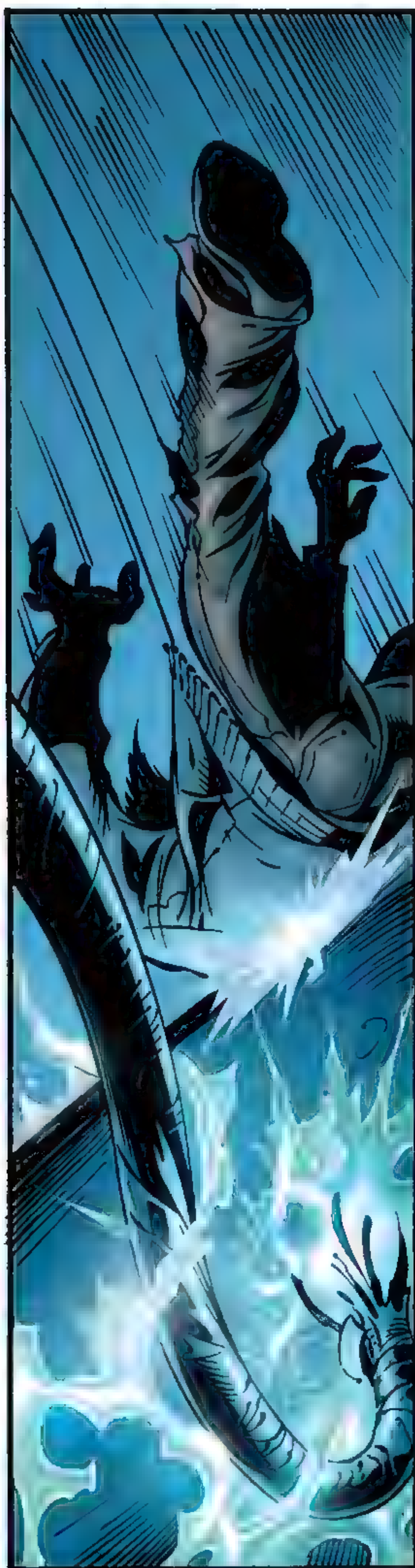


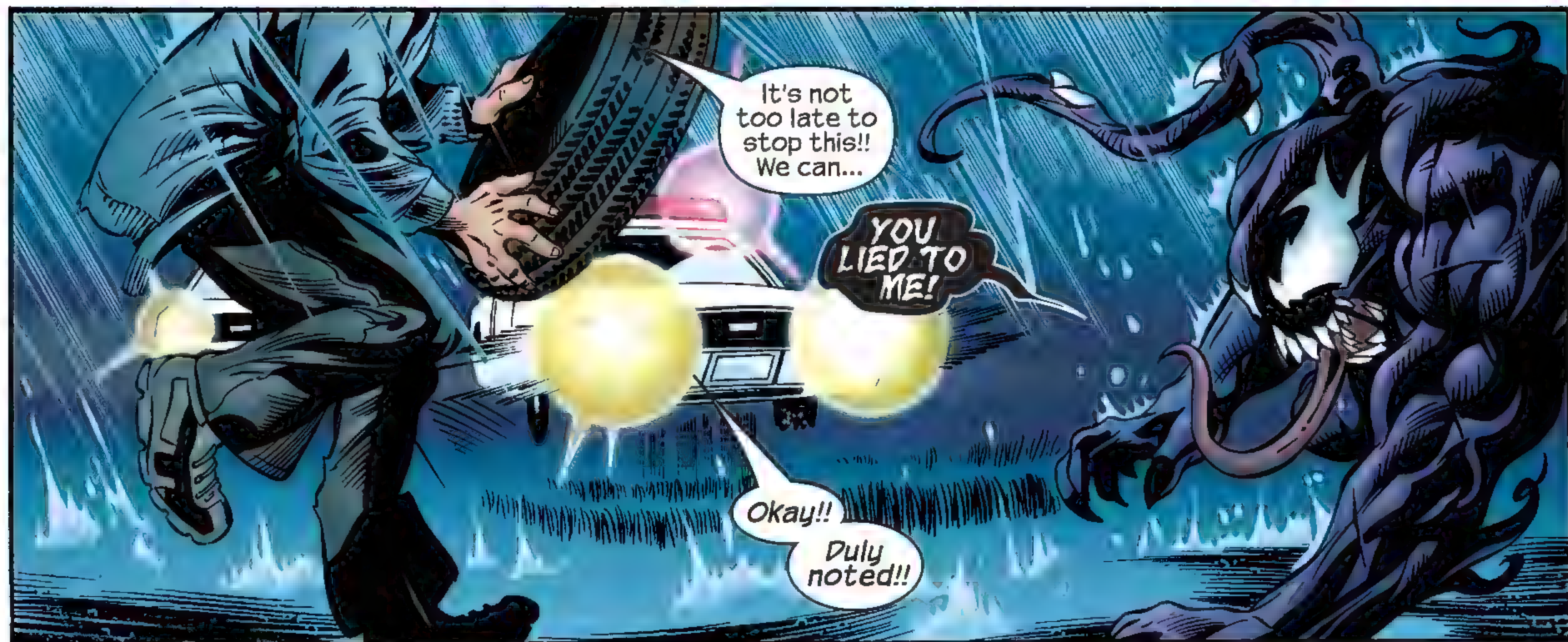
IT NEEDS
YOU...

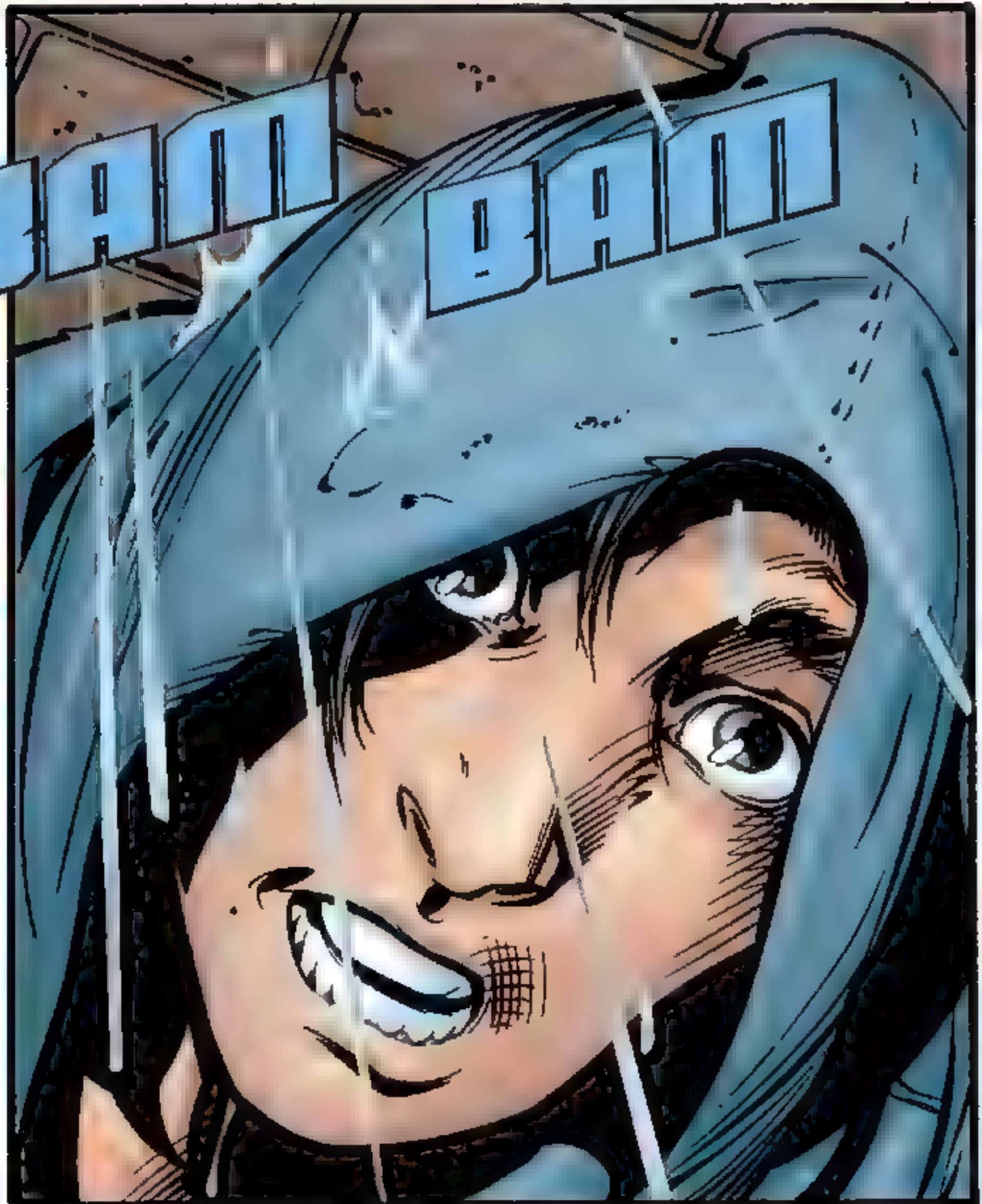
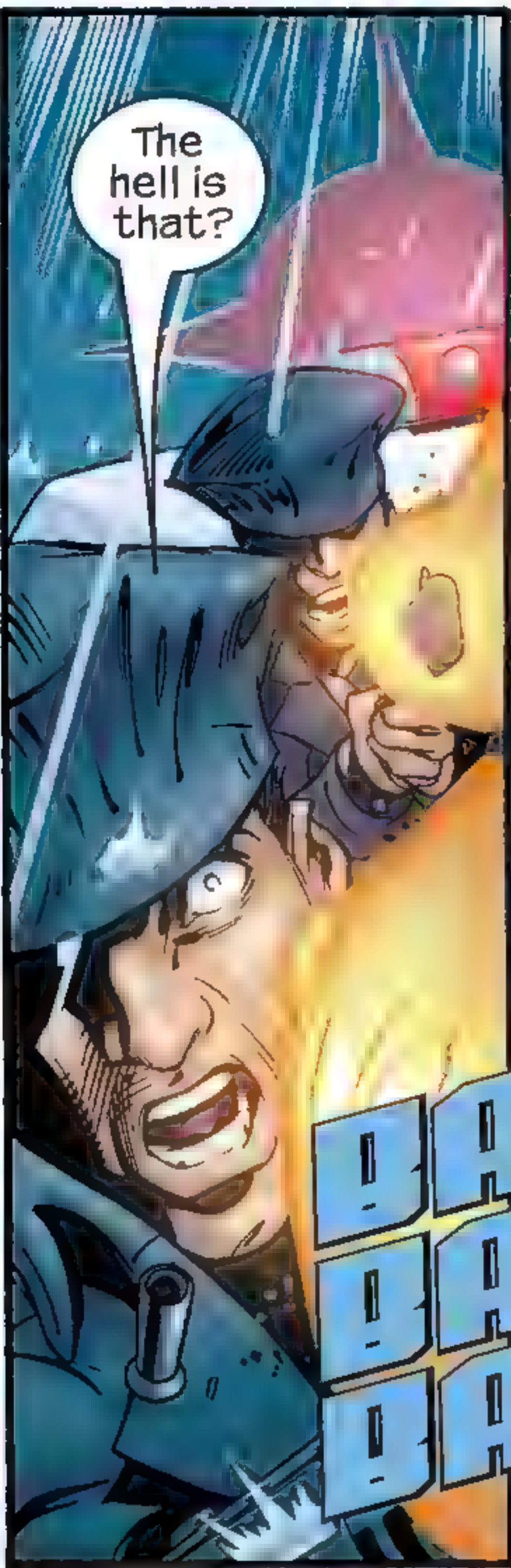
AAGGHH!!
No!

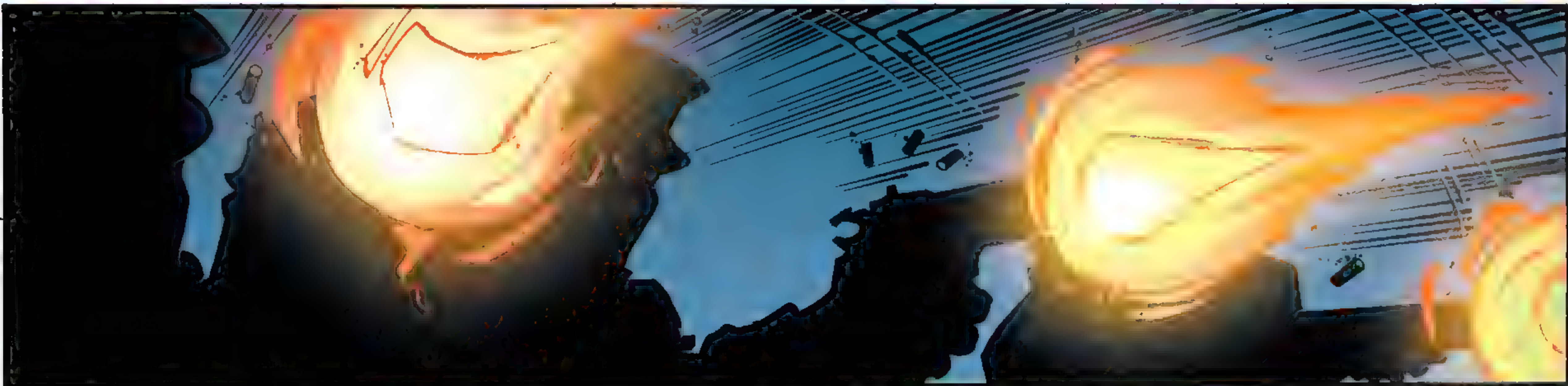
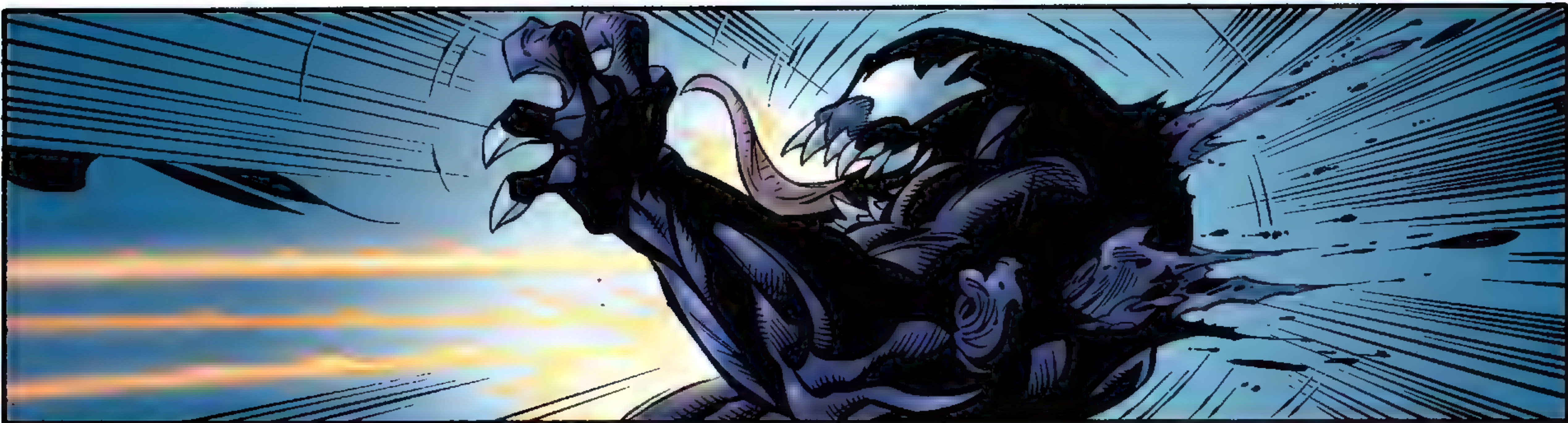
THIS IS
ALL YOUR
FAULT.











Oh,
Peter...



I have all these
things in my head,
things I want to
say-- things I think
as your father you'll
need to hear.



You're going to
find that there
are people in this
world-- people who
you are going to
look at and say:
why is this person
like this?

Why did this
person do that
to themselves?

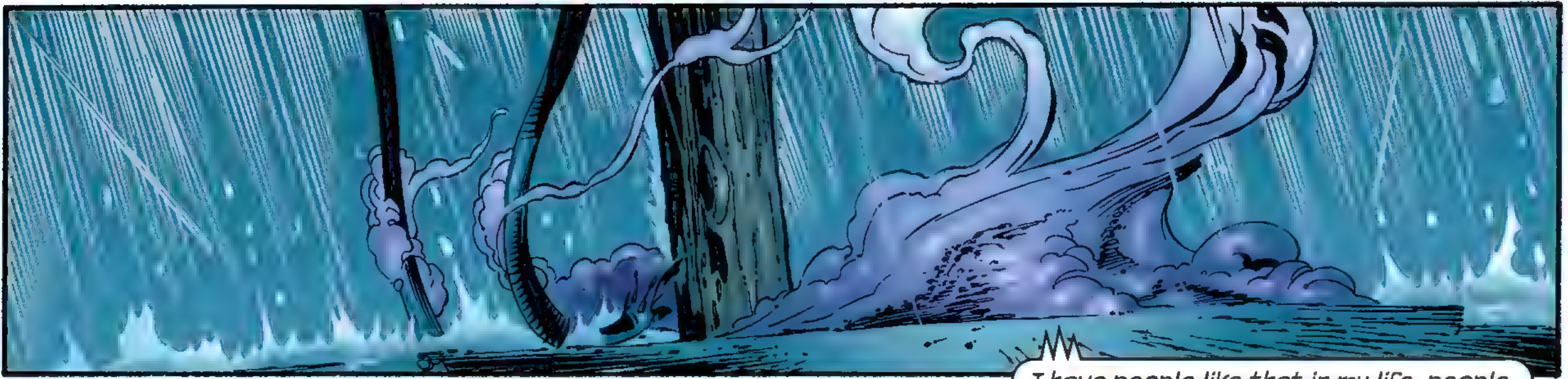
Oh,
God...



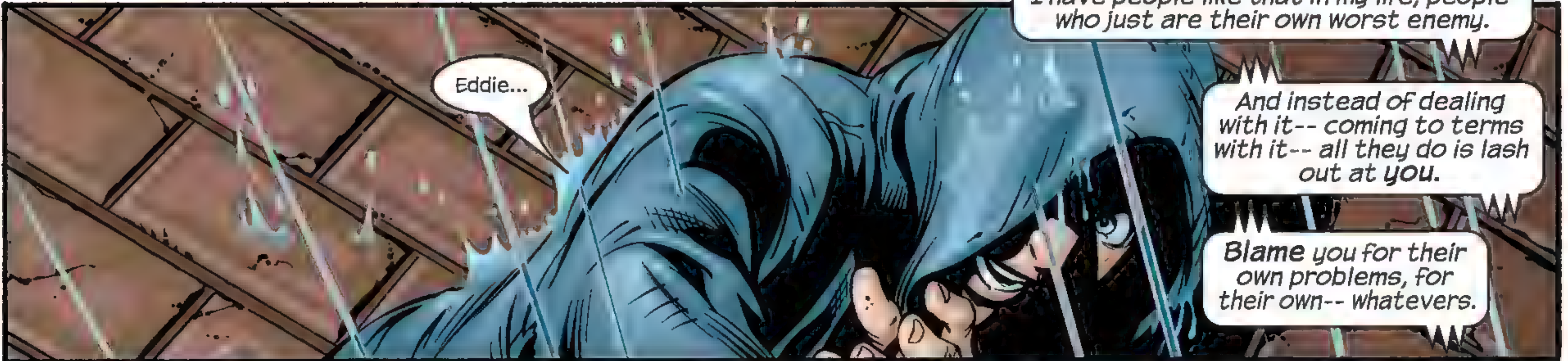
And I swear to you,
if you stare at them
for fifty years...

... you'll never
understand why
they are the way
they are.





I have people like that in my life, people who just are their own worst enemy.



Eddie...

And instead of dealing with it-- coming to terms with it-- all they do is lash out at you.

Blame you for their own problems, for their own-- whatever.



Don't let them, Peter.

Don't let other people blame you for what they do to themselves.

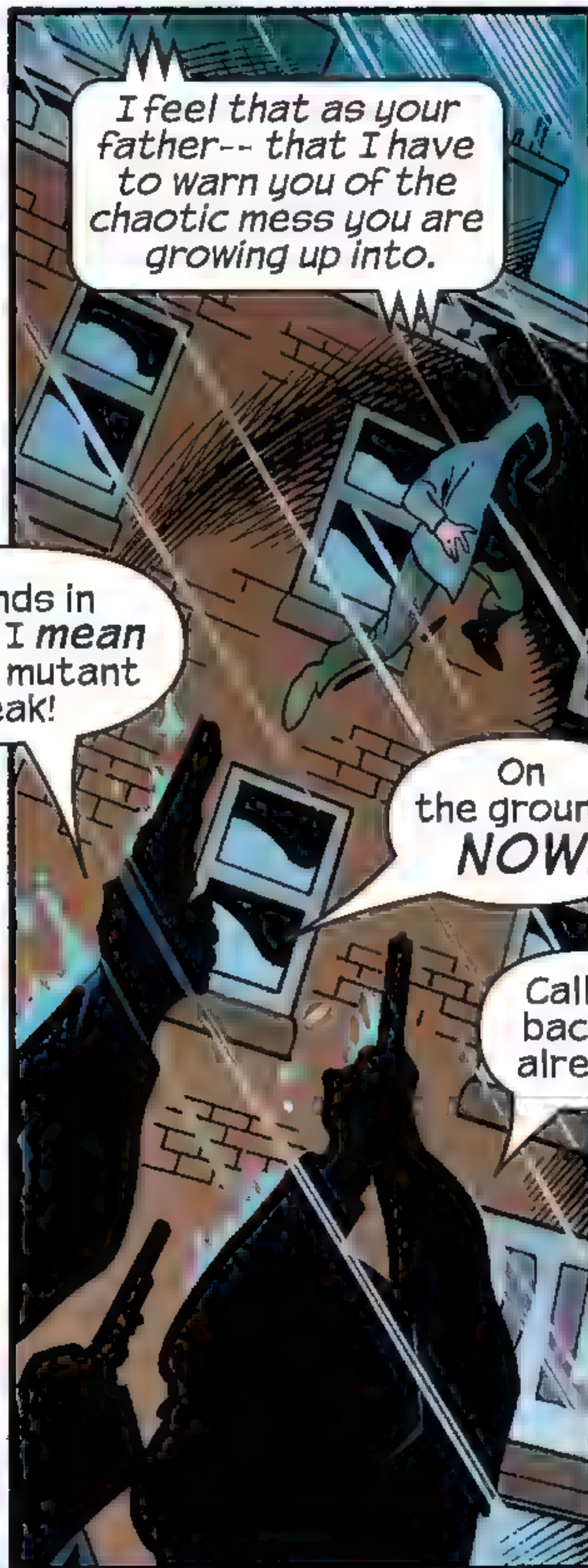
H- hands in the air!! I mean it-- you mutant freak!



I feel that as your father-- that I have to warn you of the chaotic mess you are growing up into.

On the ground, NOW!

Call for backup, already!!



And it is, it's a mess.



People everywhere reacting without thinking.

Lashing out.

They don't even know why.



Everyone trying to be more than they are--

--which would be fine if they actually earned it, but more and more-- it isn't the case.

And that's what drives me nuts.

I find myself surrounded by people who will do or say anything just for the appearance that they are better than they are. More than they are.

Never for a second do they actually try to be better. They just want to appear better.

They want to be special without going through the trouble of actually earning it.

And if you have millions of people running around like this... well... then what do you have?

What kind of world is that?

I just see the future. I see the corporate greed swallowing medical advancements.

Oh, listen to me go on like I know how the world works.

I see the grandstanding and I just-- ugh!!

If I knew how the world worked I'd be in my lab with a cure for cancer instead of sitting here in front of a video camera whining.

I would have my project.

I can't help it.

It's been a rough year, Peter.

But I tell you, no matter how crappy things got with this whole mess, I found myself not really caring all that much.

Because, end of the day, bottom line, no matter how bad my day is--

--I get to come home and see you.

I get to watch you grow up.

So how bad can my day be.



Just knowing I get to watch you become the man I know you will grow up to be.

All this other stuff-- it just doesn't matter.

All that matters to me is you, Peter.

You and your mom.

And I can't wait to see how you turned out.

ULTIMATE

SPIDER-MAN®

ISSUE
39

THIRAPY

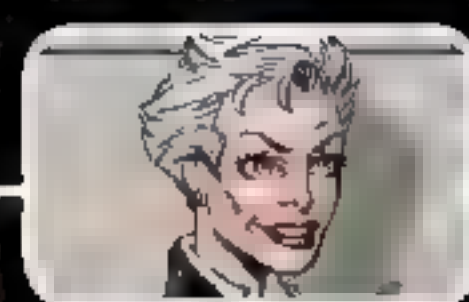


BENDIS
BAGLEY
THIBERT

MARVEL®



Peter Parker



Aunt May



Mary Jane Watson



Gwen Stacy



Eddie Brock

MAN - T O - MAN

The bite of a genetically altered Spider granted high-school student Peter Parker incredible, arachnid-like powers: Strength, agility, a spider-like sixth sense warning him of personal danger, and most amazing of all-- Peter can walk on walls. When a burglar killed his beloved Uncle Ben, a grief-stricken Peter vowed to use his amazing abilities to protect his fellow man. He learned the invaluable lesson that with great power there must also come great responsibility!

Now the fledgling super hero tries to balance a full high school curriculum, a night job as a web designer for the Daily Bugle tabloid, a friendship with the beautiful Mary Jane Watson, Gwen Stacy-- the girl living at his house since her father's death-- and swing time as the misunderstood, web-slinging Spider-Man.

PREVIOUSLY IN ULTIMATE SPIDER-MAN:

Peter visits college student Eddie Brock, a childhood friend and the son of his father's scientific colleague. Eddie shows Peter an experiment that their fathers were working on right before their deaths: a black liquid that can transform into a protoplasmic bodysuit, curing any illness and enhancing the wearer's strength and abilities.

Vowing to complete his father's work, Peter secretly removes a sample of liquid from Eddie's college laboratory. But when he gets a drop on his skin, he is encased in a living black costume that expands his powers and renders him nearly unstoppable!

At first, Peter is intoxicated by his new powers, but things turn sour when the suit nearly drives him to kill. Ashamed, Peter confesses to Eddie that he used the suit and destroys the sample. Unknown to Peter, however, Eddie still has some of the liquid. Feeling betrayed by Peter, Eddie tries on the suit himself-- and becomes the murderous, misshapen monster Venom!

After a struggle in which innocent bystanders are threatened, Peter is ultimately able to destroy Venom -- but not, it would seem, without destroying Eddie as well. Peter's victory is a shallow one.



S t a n d e e p r e s e n t s :

ULTIMATE SPIDER-MAN

Brian Michael Bendis story

pencils Mark Bagley

Art Thibert inks

Transparency Digital
colors

Chris Eliopoulos
letters

Nick Lowe
assistant editor

Stephanie Moore
assistant editor

Brian Smith
associate editor

C.B. Cebulski
associate editor

Ralph Macchio
editor

Joe Quesada
editor in chief

Bill Jemas
president & inspiration



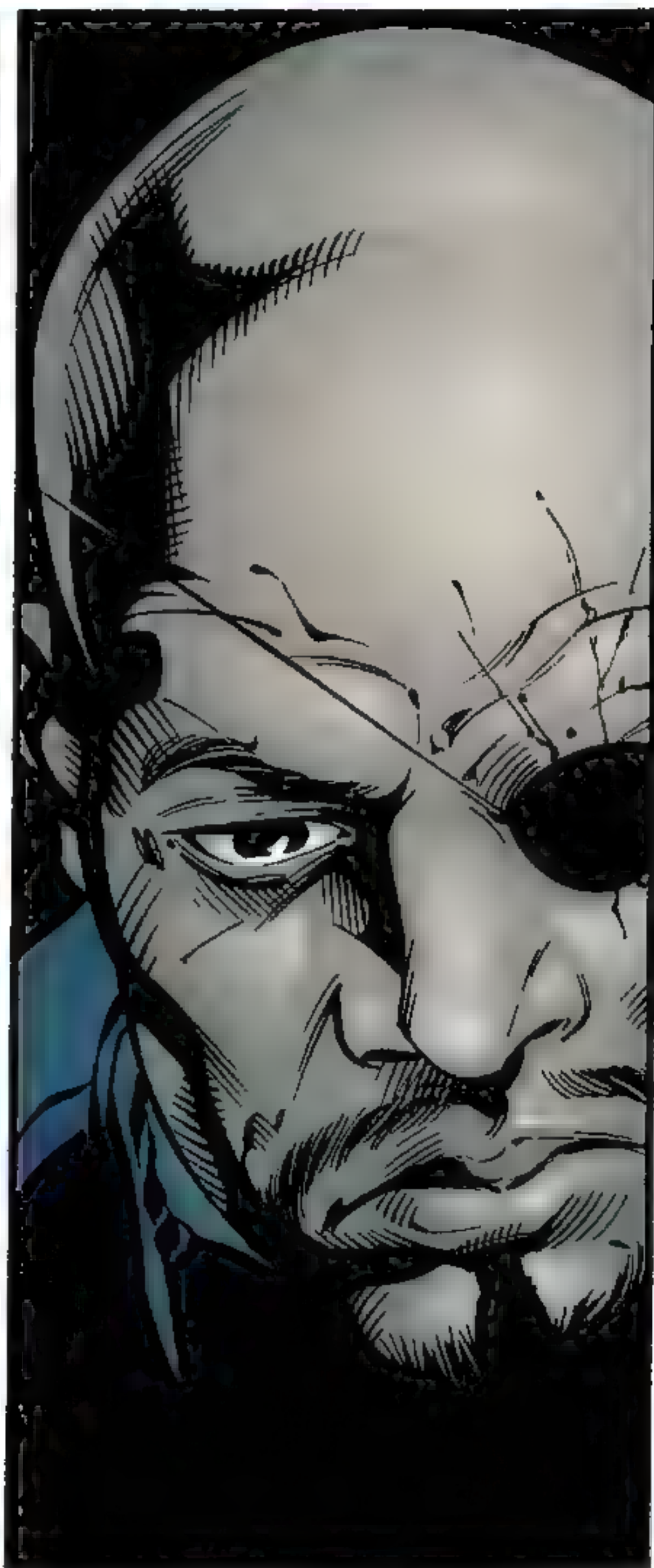
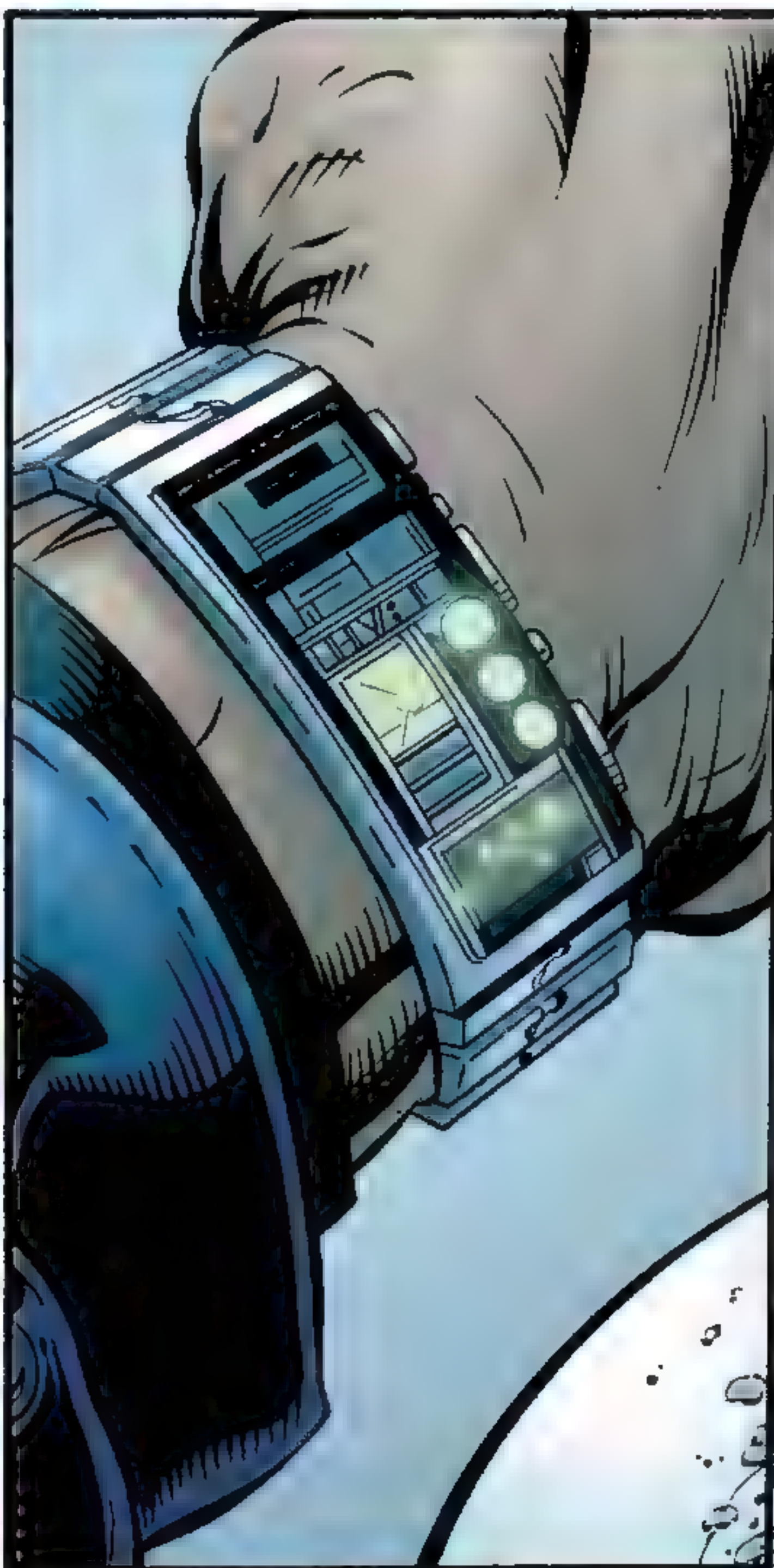
General Fury, can I get you more wine?

No. This is fine.

Please tell the kitchen that the General Tso's is fantastic.



GLEEK



One eye eagle, we are receiving a recurring energy flux in your immediate area.



I have it.

Here comes the matching intelligence.

Thank you.



Huh.

Request command sequence.

No, I got it.

Sir?

I'll take care of it myself.

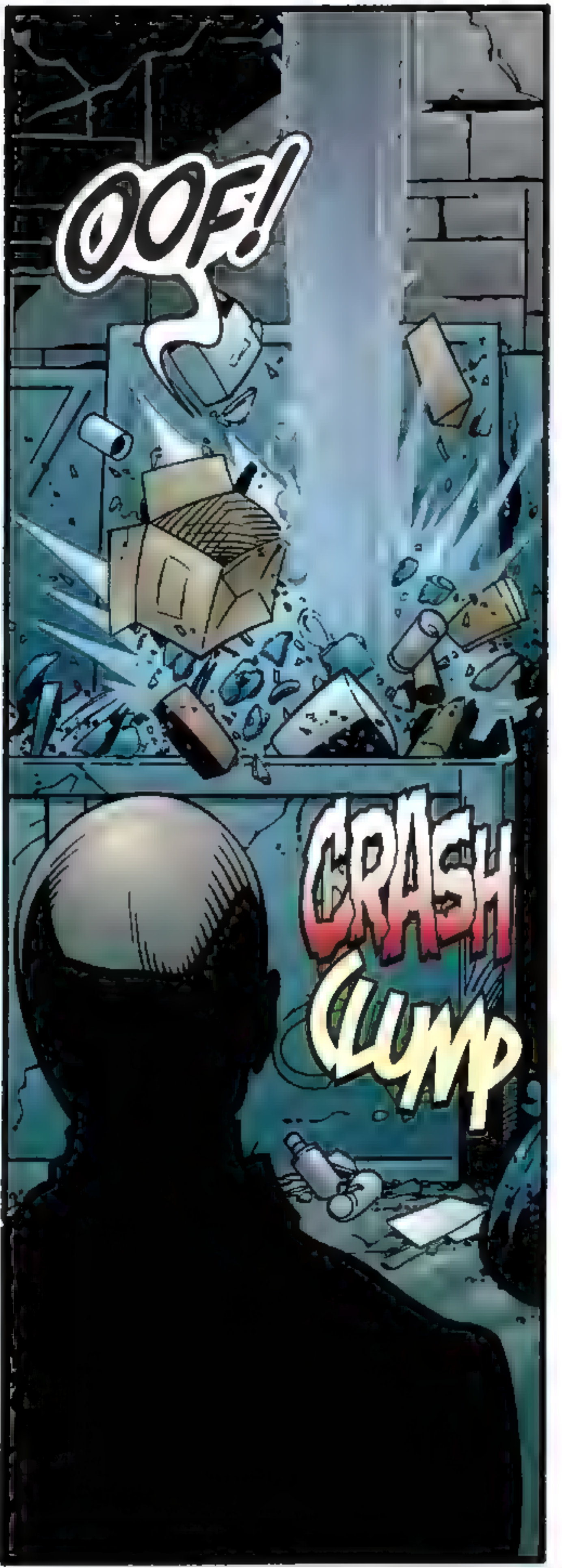
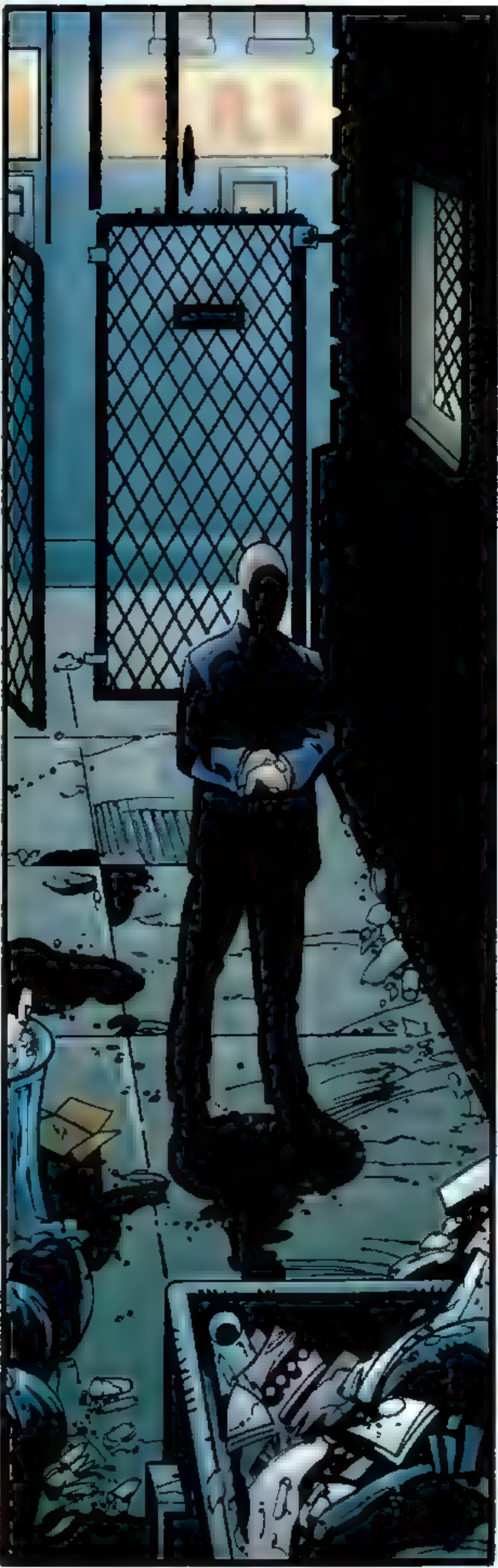
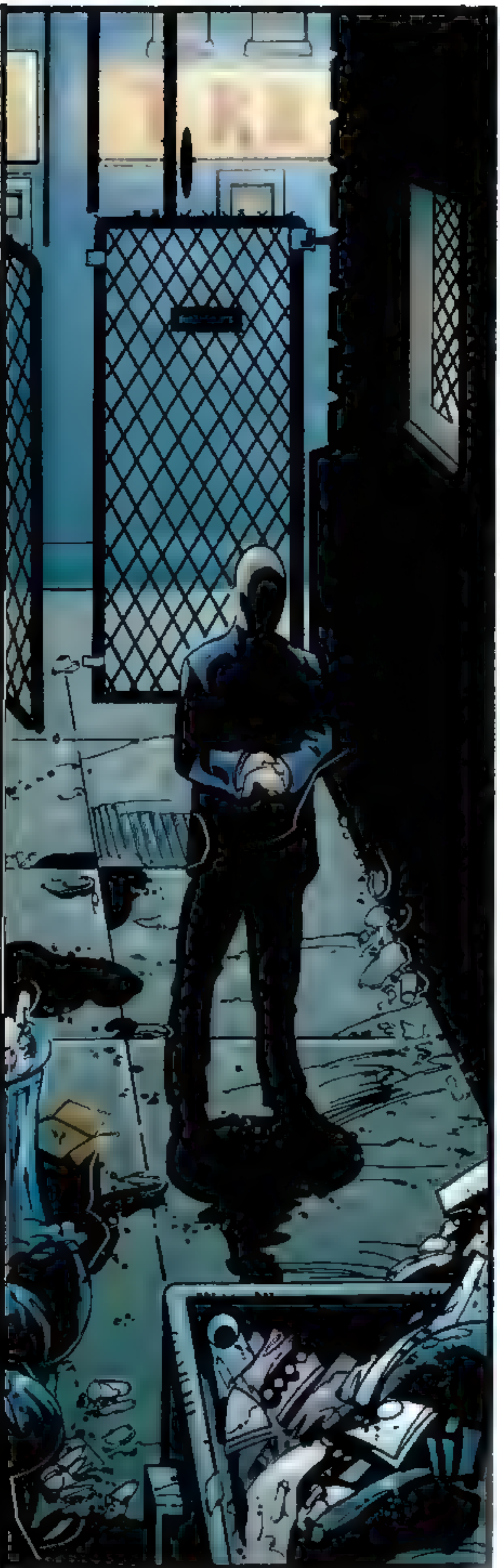
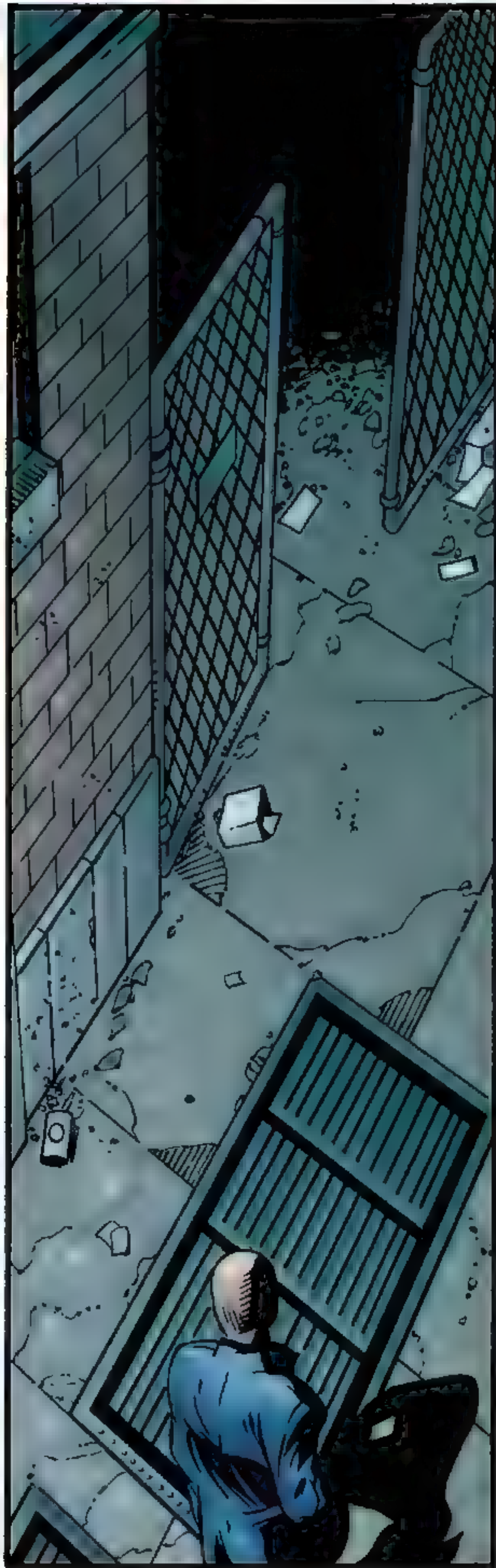
But sir, procedure.



Soldier?

Yes, sir.

Sorry, sir.





Peter Parker, why are you following me?



OW!
Oof--
What did you just *do* to me?



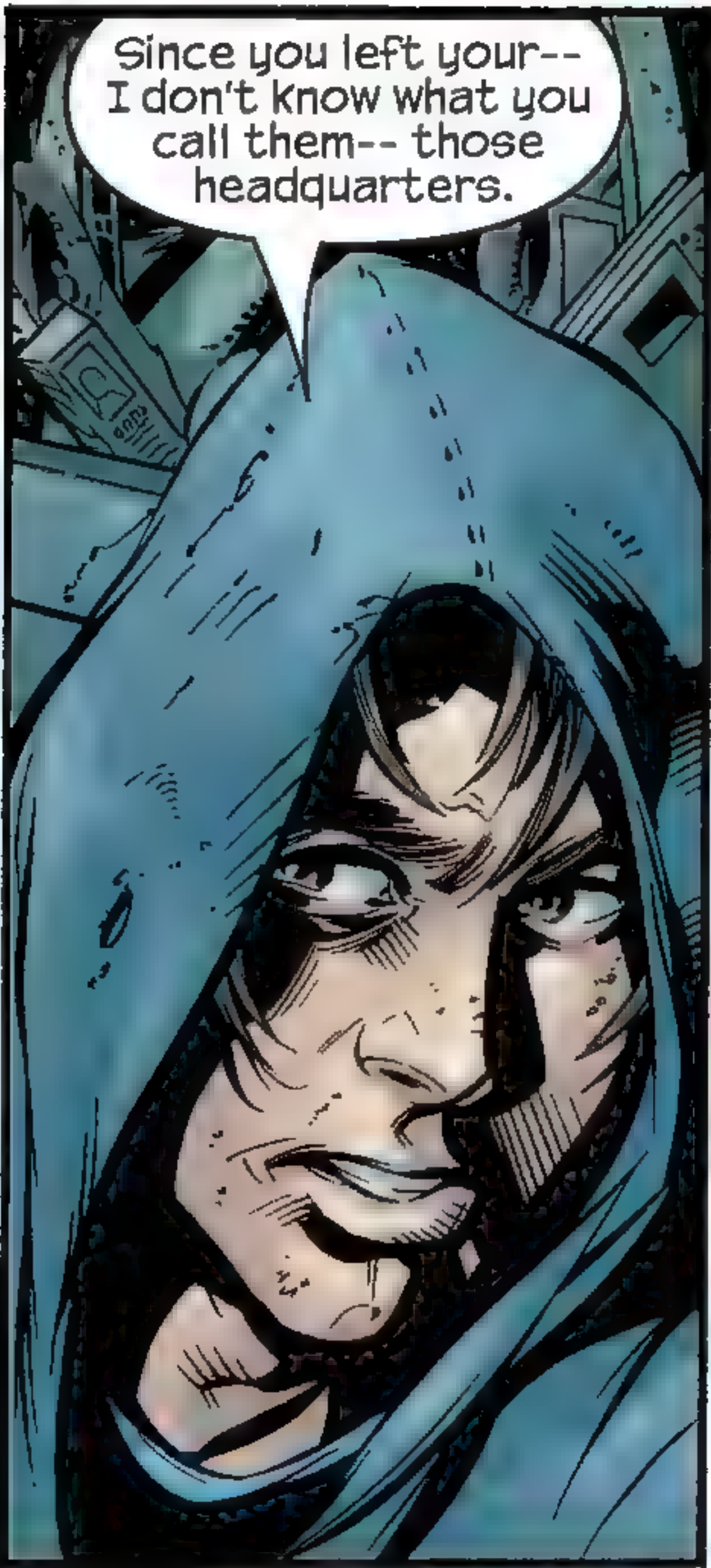
It's a temporary genetic paralysis, it's already wearing off.
Well, you look and smell vaguely of crap-- what happened to you?
Where's your little Spider-Man costume?



I- I lost it.



You lost it?
How long have you been following me?



Since you left your-- I don't know what you call them-- those headquarters.



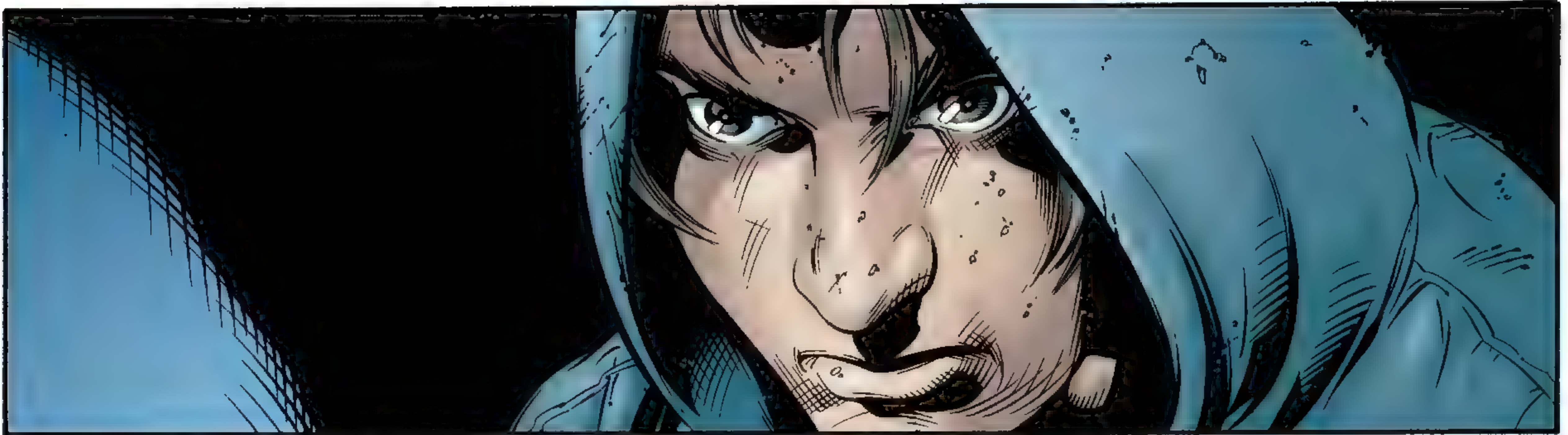
You've been following the leader of the top espionage organization on the entire planet for over an hour?



Yeah...



Not bad.





I got into a fight today.

This guy-- he turned himself into-- into this-- this-- this *thing*--

Something he couldn't *control* and-- and I was trying to *stop* him and-- and-- and--



A civilian?



I don't even know what that means.

Was this in Queens?

Yes...

A big, black monstrosity type of thing?

Yes.



Carter?

Yes, sir.

You still in Queens?

Yes, sir.

I have an ID on that situation. Parker took care of it.

He's right here.

Oh, hey, kid. Nice job.

No one got hurt. Good for you.



Finish up quick and get out of there.



So, what happened?

Where's the creep now? Did you kill him?



I don't know.



You don't know where he is or you don't know if you killed him?



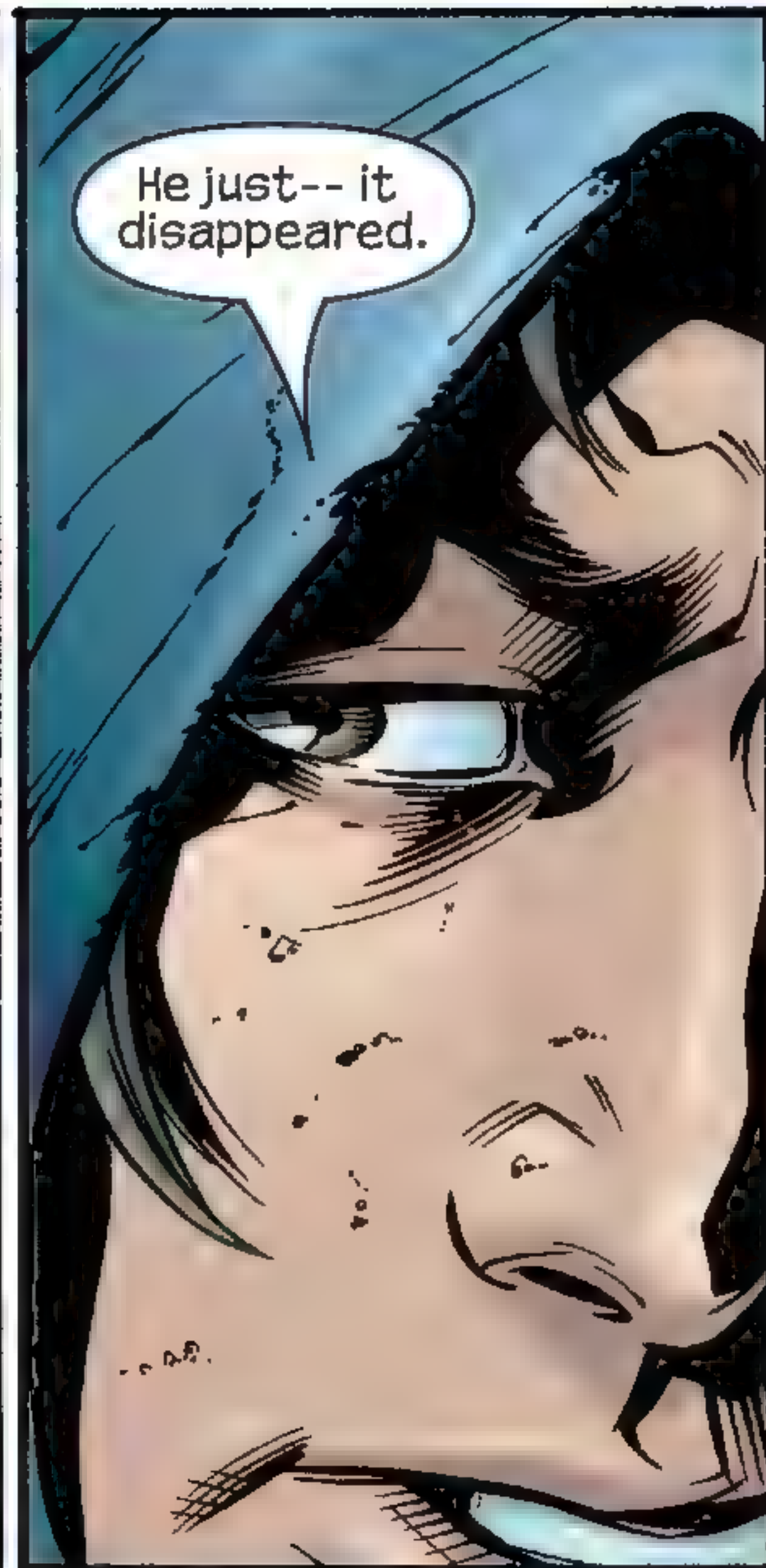
I think... I killed him.



You *think* you killed him?



Where's the body?



He just-- it disappeared.



Kid.

There's not too many actual *rules* to this game of ours, but one of the *big* ones is: If there's no corpse... the guy's alive.

Best you could hope for is that you scared him into never trying any stupid crap like that again.

(But, sadly, one of the *other* rules is that you probably *didn't*.)



Are you *listening* to me?!! I think I *killed* someone.

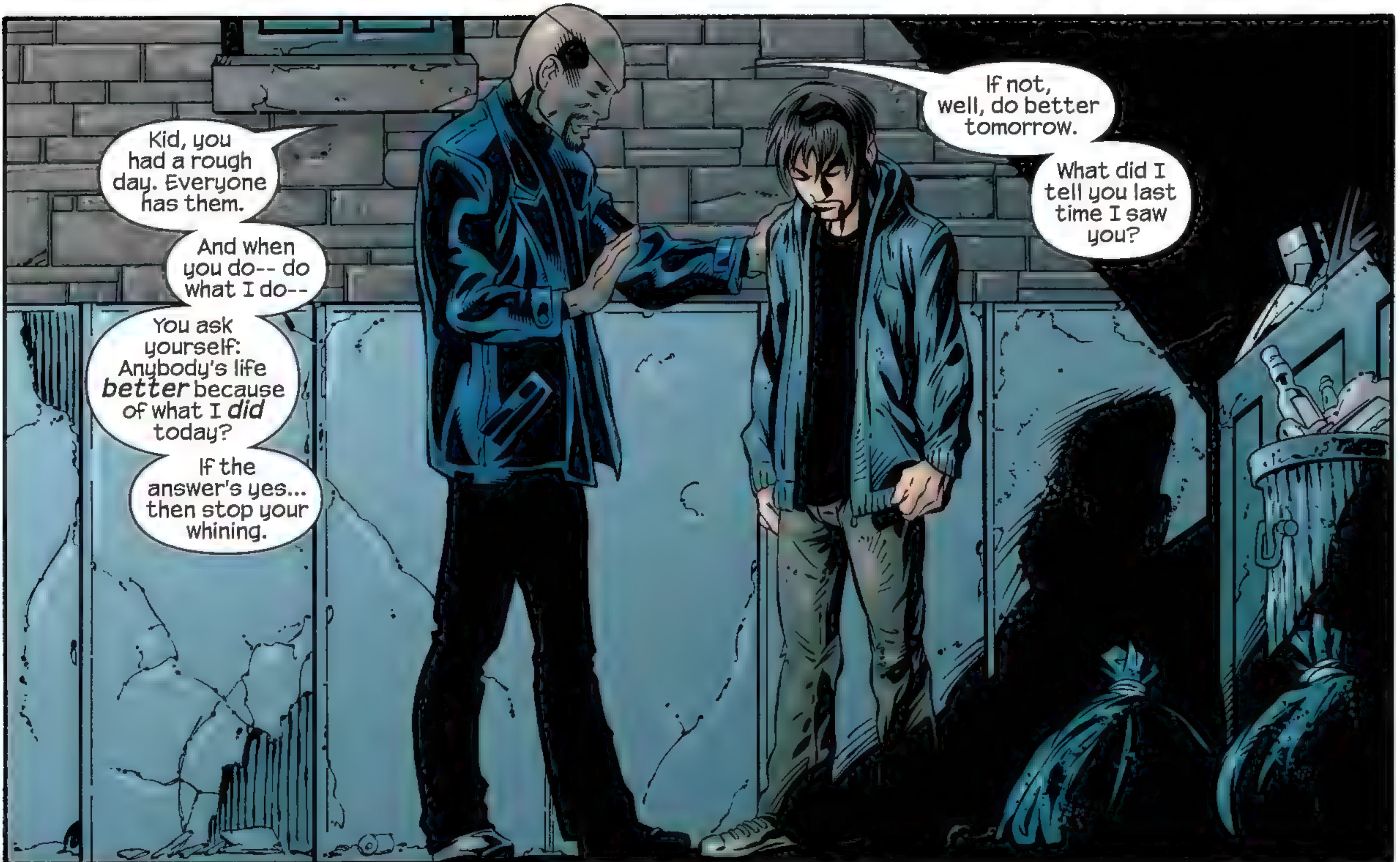
I want you to do the right thing. I want you to--



I heard you.



I don't **WANT** this!!



Kid, you had a rough day. Everyone has them.

And when you do-- do what I do--

You ask yourself: Anybody's life *better* because of what I *did* today?

If the answer's yes... then stop your whining.

If not, well, do better tomorrow.

What did I tell you last time I saw you?



You told me that I was going to be your *prisoner* because I was an illegal genetic *mutation*!!



No, I didn't.



Oh, yes you *did*!!



I thought you were smart, boy.

I said-- my *exact* words--

"Enjoy your youth."

"You're too young to be this involved with the big boys."

"There will be plenty of time and opportunity for you here later."

What I said was: When you get of age... you'll be part of my team.



I said you're in line to be part of one of the finest organizations this world has ever seen.



You'll work alongside Tony Stark.

Doctor Bruce Banner.

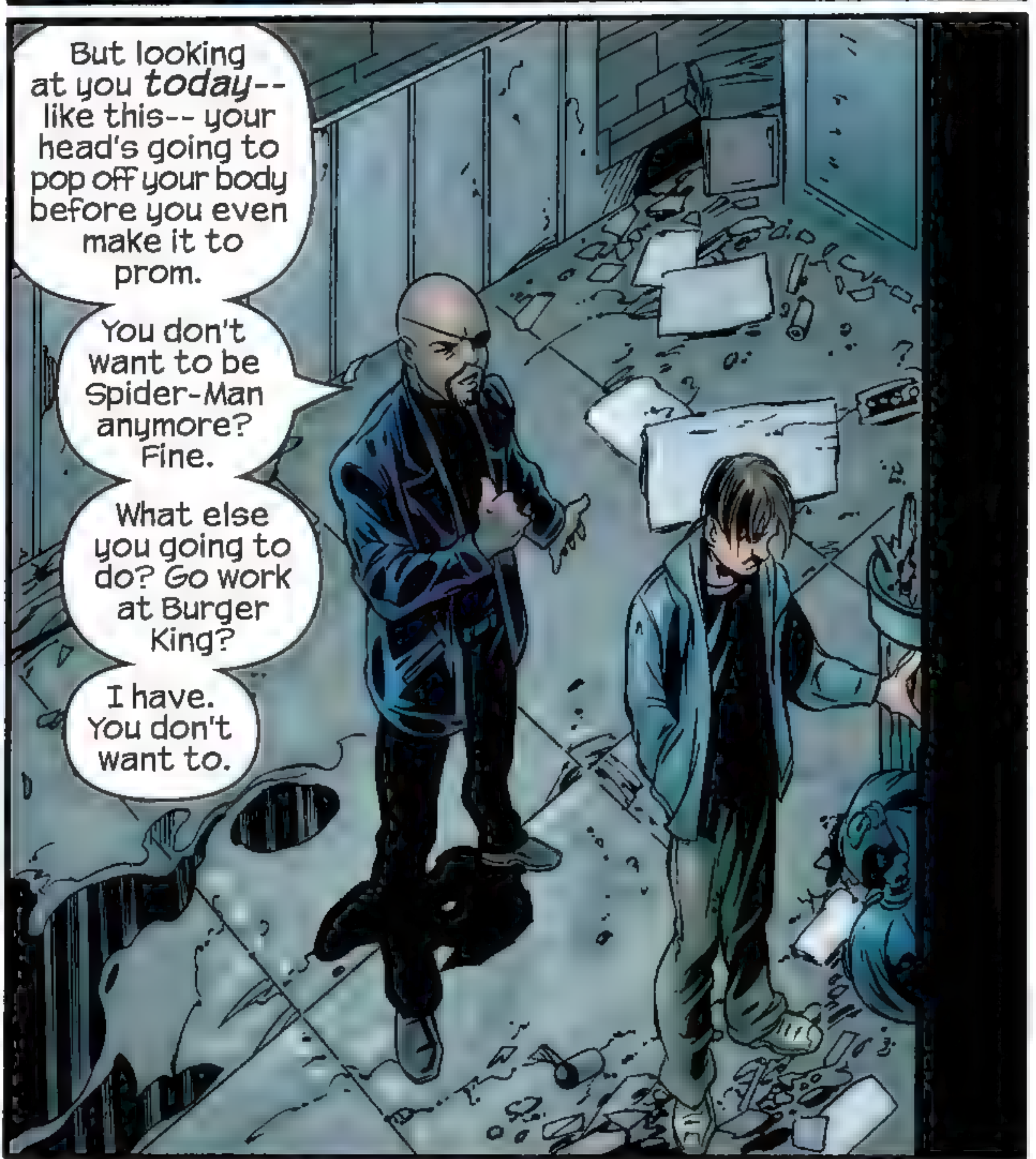
Captain America.

You're going to be one of the *greats*, kid.

One of the greats.



(Not dressed like *that*.)



But looking at you *today*-- like this-- your head's going to pop off your body before you even make it to prom.

You don't want to be Spider-Man anymore? Fine.

What else you going to do? Go work at Burger King?

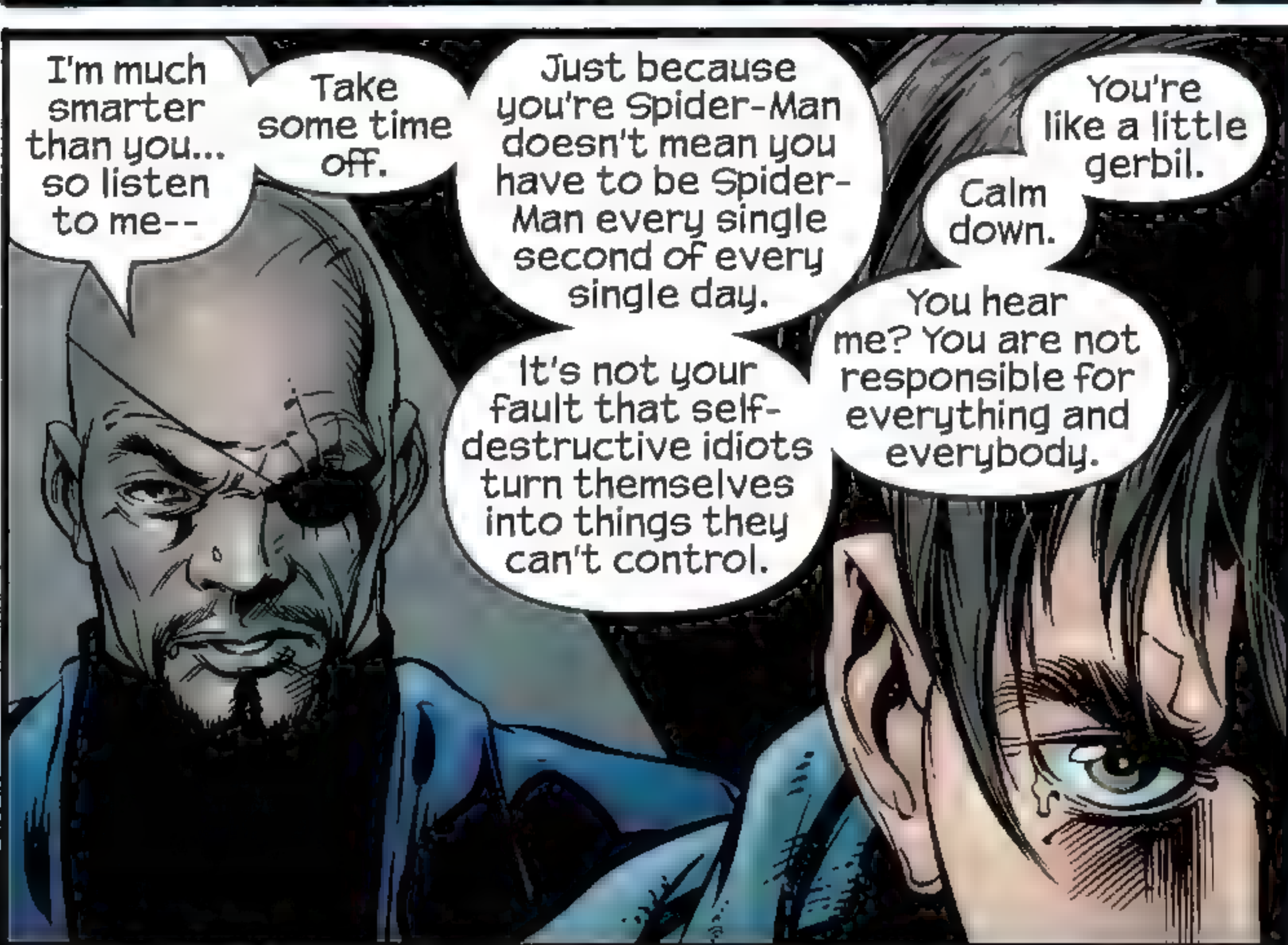
I have. You don't want to.



Kid, you hit the lottery.

People would *kill* to be you.

Literally.



I'm much smarter than you... so listen to me--

Take some time off.

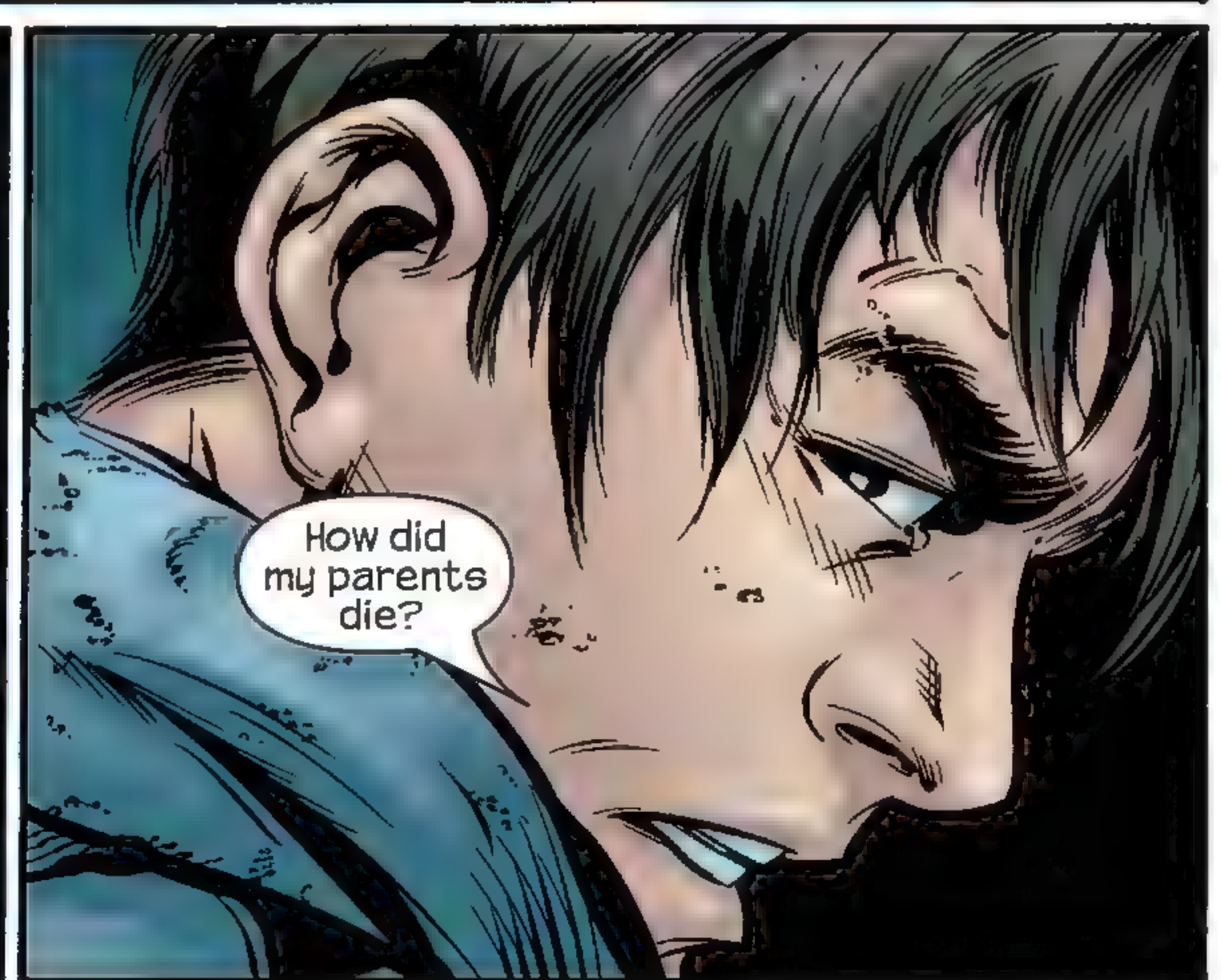
Just because you're Spider-Man doesn't mean you have to be Spider-Man every single second of every single day.

It's not your fault that self-destructive idiots turn themselves into things they can't control.

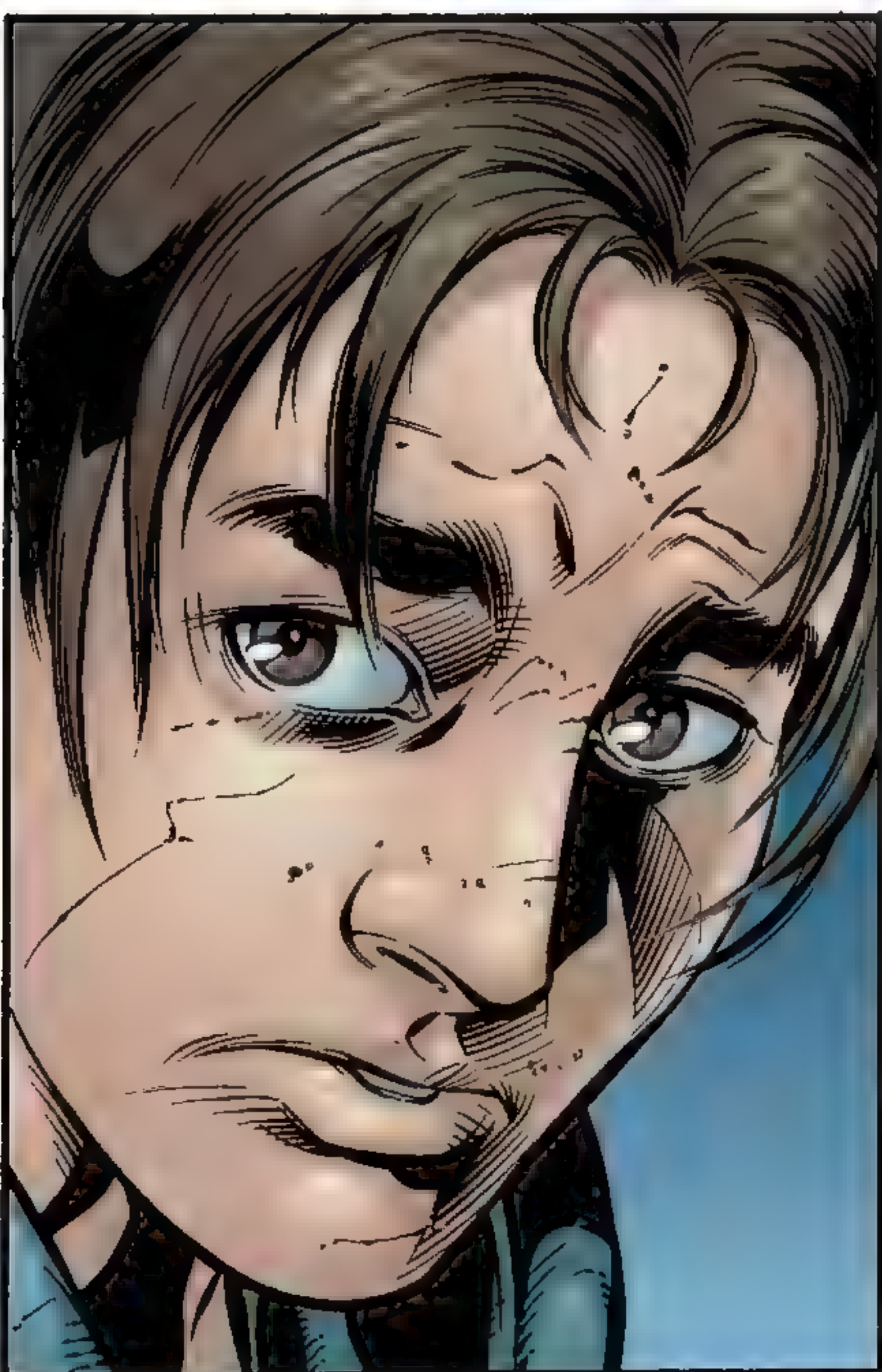
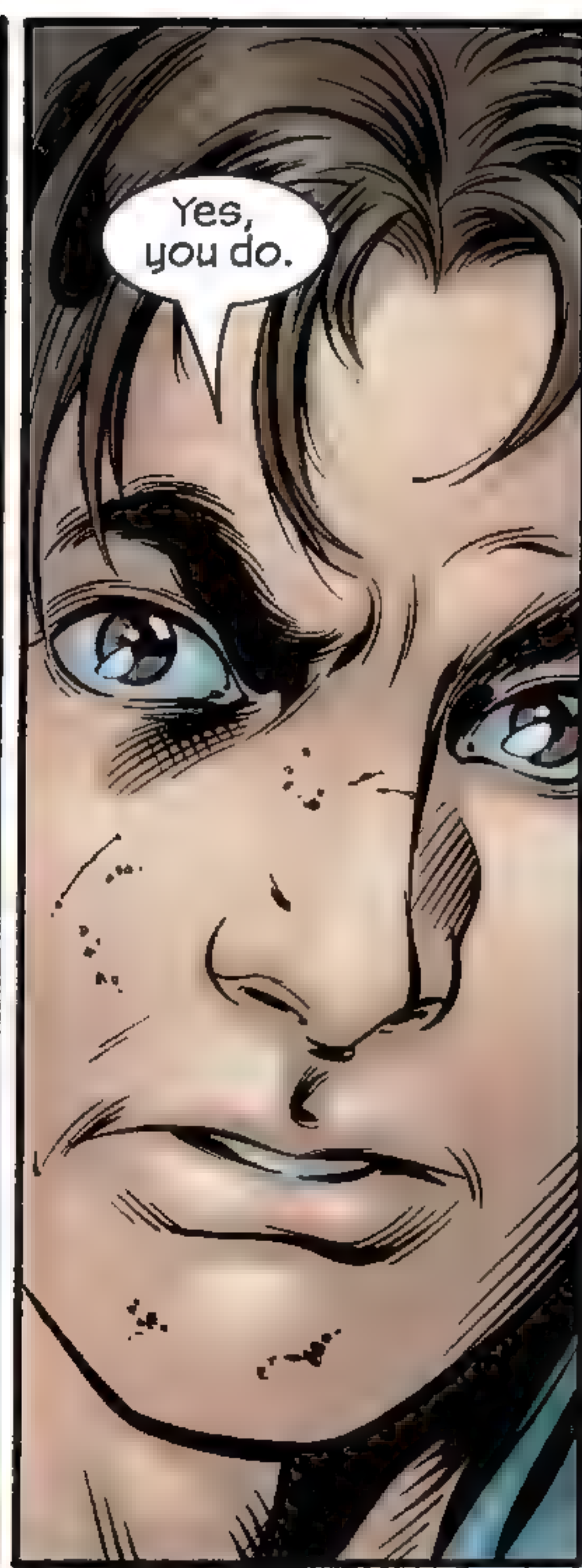
You hear me? You are not responsible for everything and everybody.

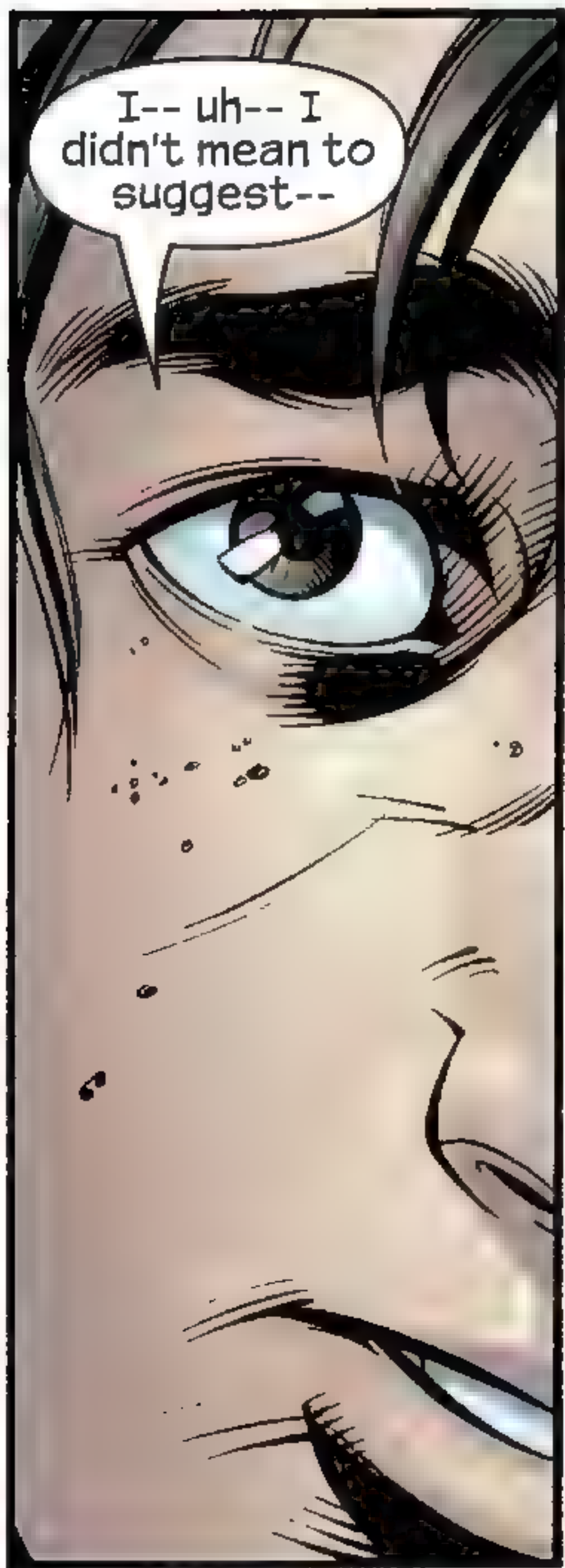
Calm down.

You're like a little gerbil.



How did my parents die?





I-- uh-- I didn't mean to suggest--



Yeah, you did.

It's okay.

I know what's going on.

You're so angry you don't even know what to be angry about.

It's called being a *teenager*.

Been there.



It's all right.

But next time you want to talk to me-- make an appointment.

Or I'll shoot you.



I need more than this.

If Eddie didn't-- if he somehow survived--

Either way, I have to face up to it.



I need to know what happened.

Not *guess* what happened, or hope what happened...

I need to *know*.



Every one of my fights as Spider-Man ends up with someone else cleaning up my mess.

The cops, Nick Fury...



Someone else cleans my mess like I'm a little baby.



But this, this is too personal.

This means too much.

This is-- this I have to face.

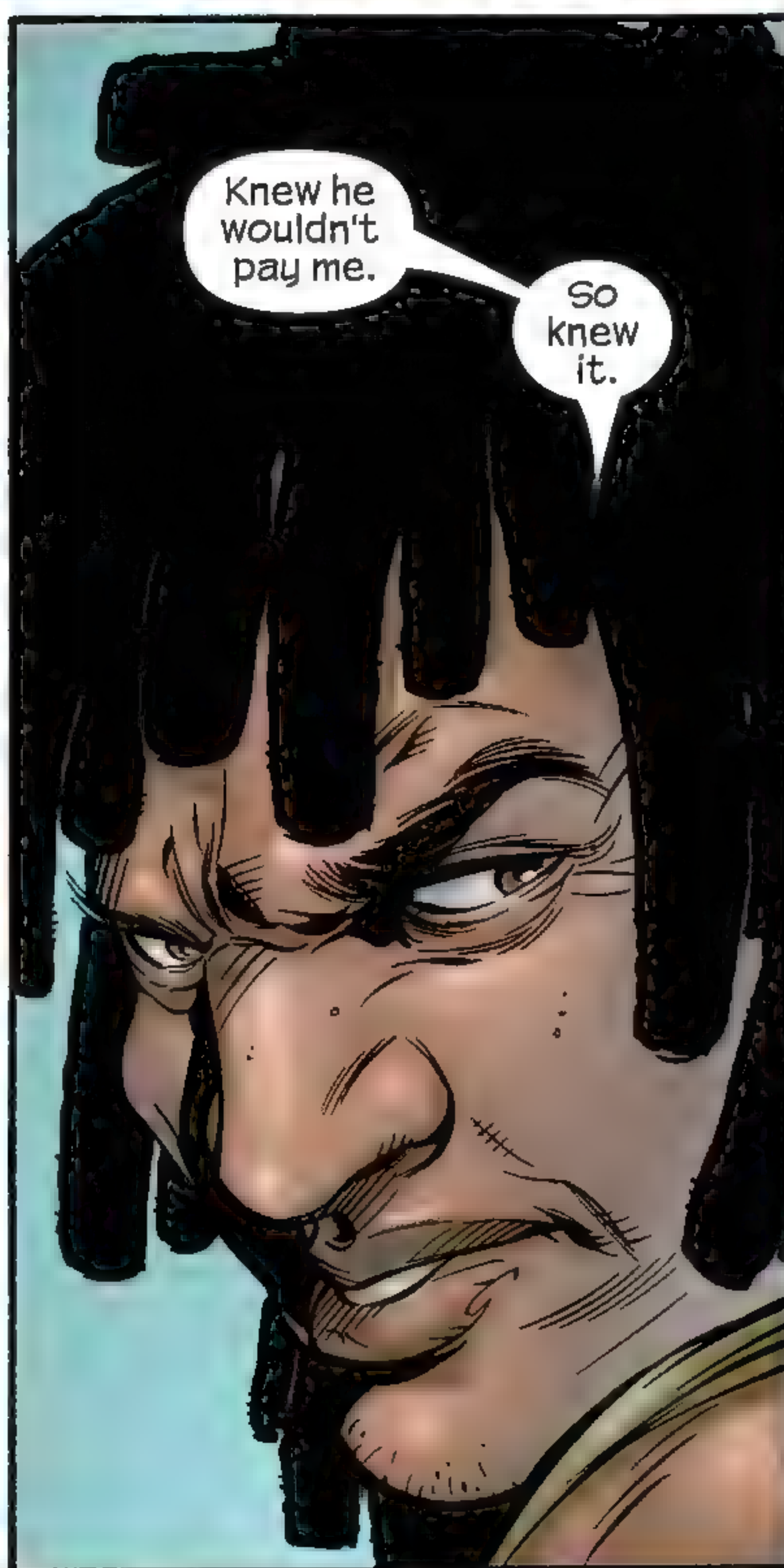
I have to face the responsibility of it.



I have to come forward and tell someone what happened.



I have to--





Musta been.

Took all his stuff.

Left his garbage for me to clean up, which is so entirely like him.

But, hey, I consider it a small price to pay.



I don't-- wait. You *saw* him? You *saw* Eddie?

No. I was at class. But all his stuff is gone, so...

Guess he found off-campus housing. Either way-- do not care.

All I know is the dorm gods have finally smiled upon me.



You just came to your room and all his stuff was *gone*?

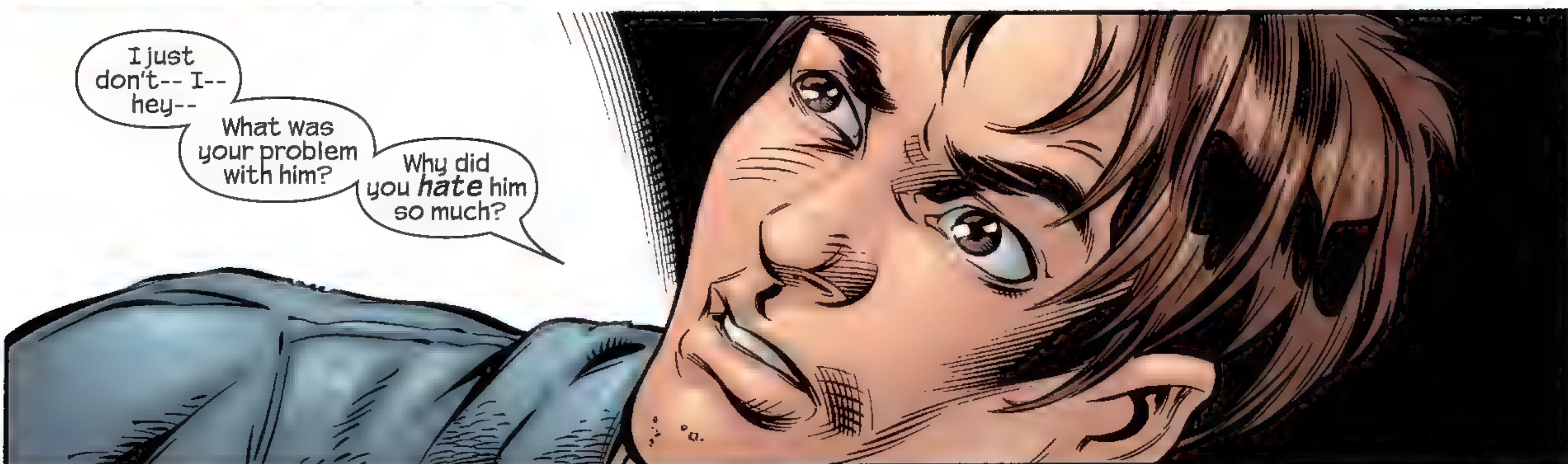
Yeah, just like you see it.

No note?

No note.

No nothing?

No nothing.



I just don't-- I-- hey--

What was your problem with him?

Why did you *hate* him so much?



Well, no offense to you or nothing, but Eddie's kinda like an #\$\$%\$#!

I mean, the guy was just a loser.

Like, he was always lyin' about stuff, stuff that was so *obviously* lies and stuff.

It was like he *wanted* us to know how full of crap he was.



Plus... he was always hitting on girls, which is fine...

But he always got so psycho about it when they turned him down...

...which was, like, of course, *all the time*.

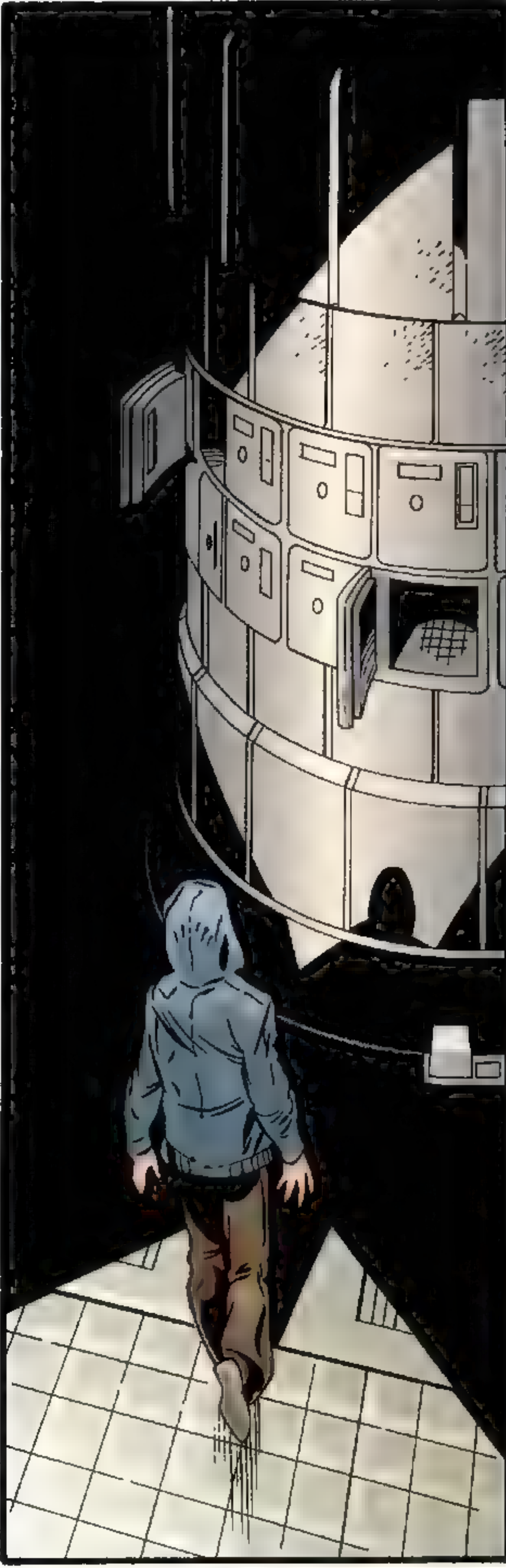
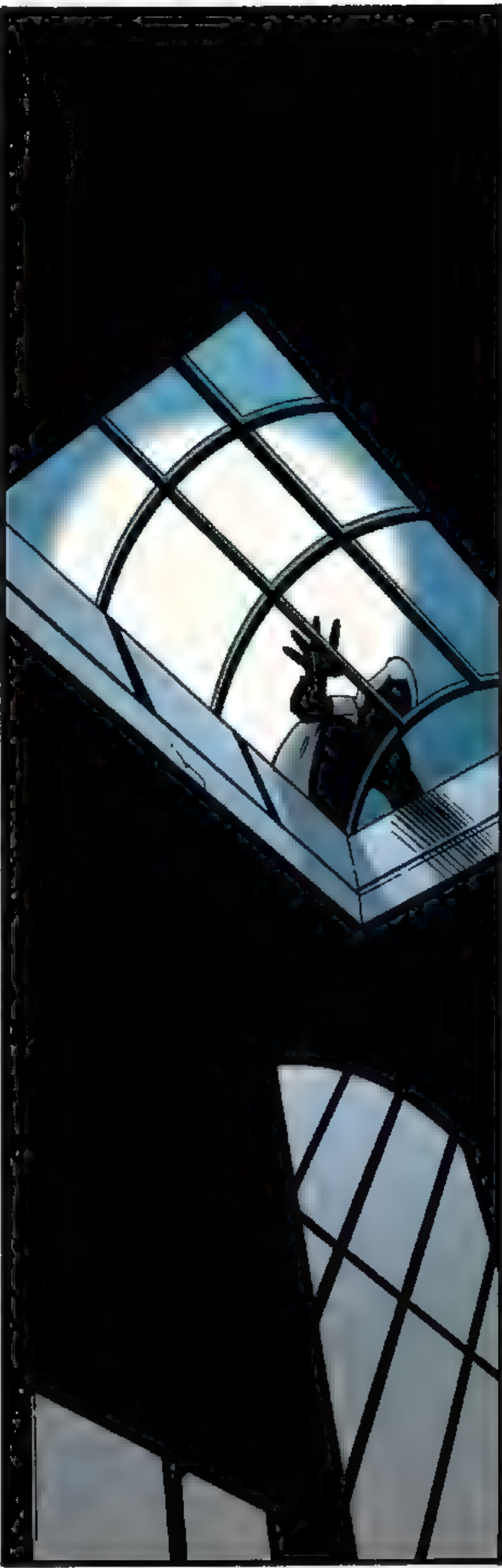
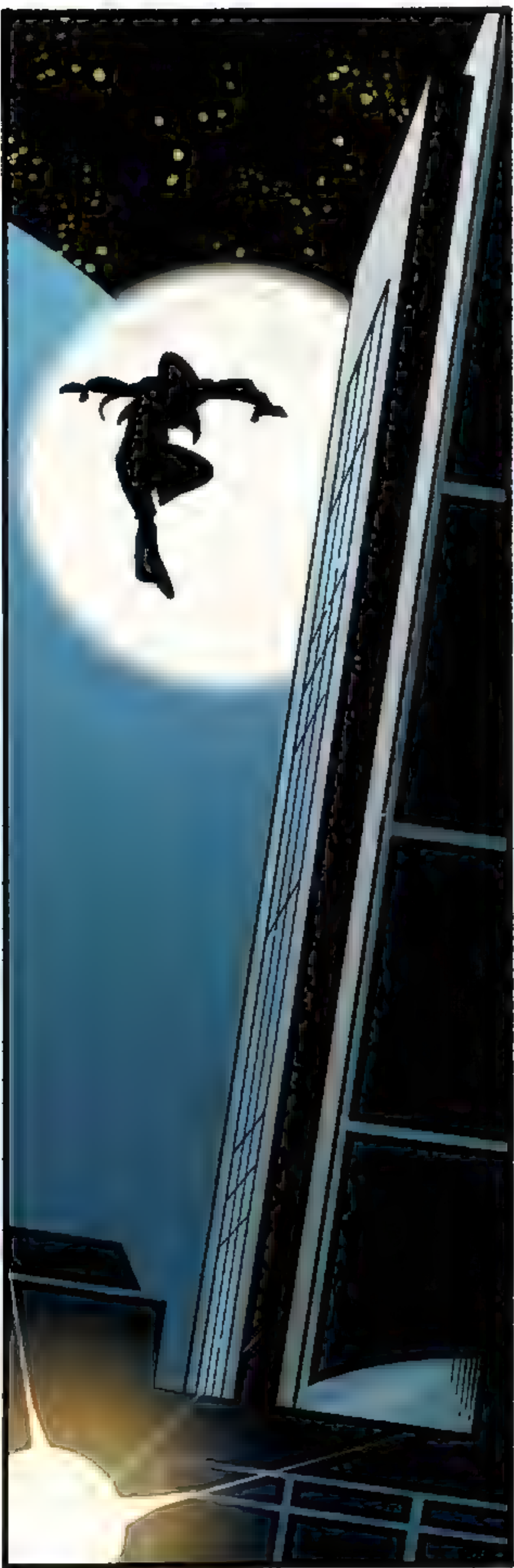
So he was pretty much psycho... *all the time*.



And he ate Cheetos like it was a medical necessity and he got orange crap all over everything.

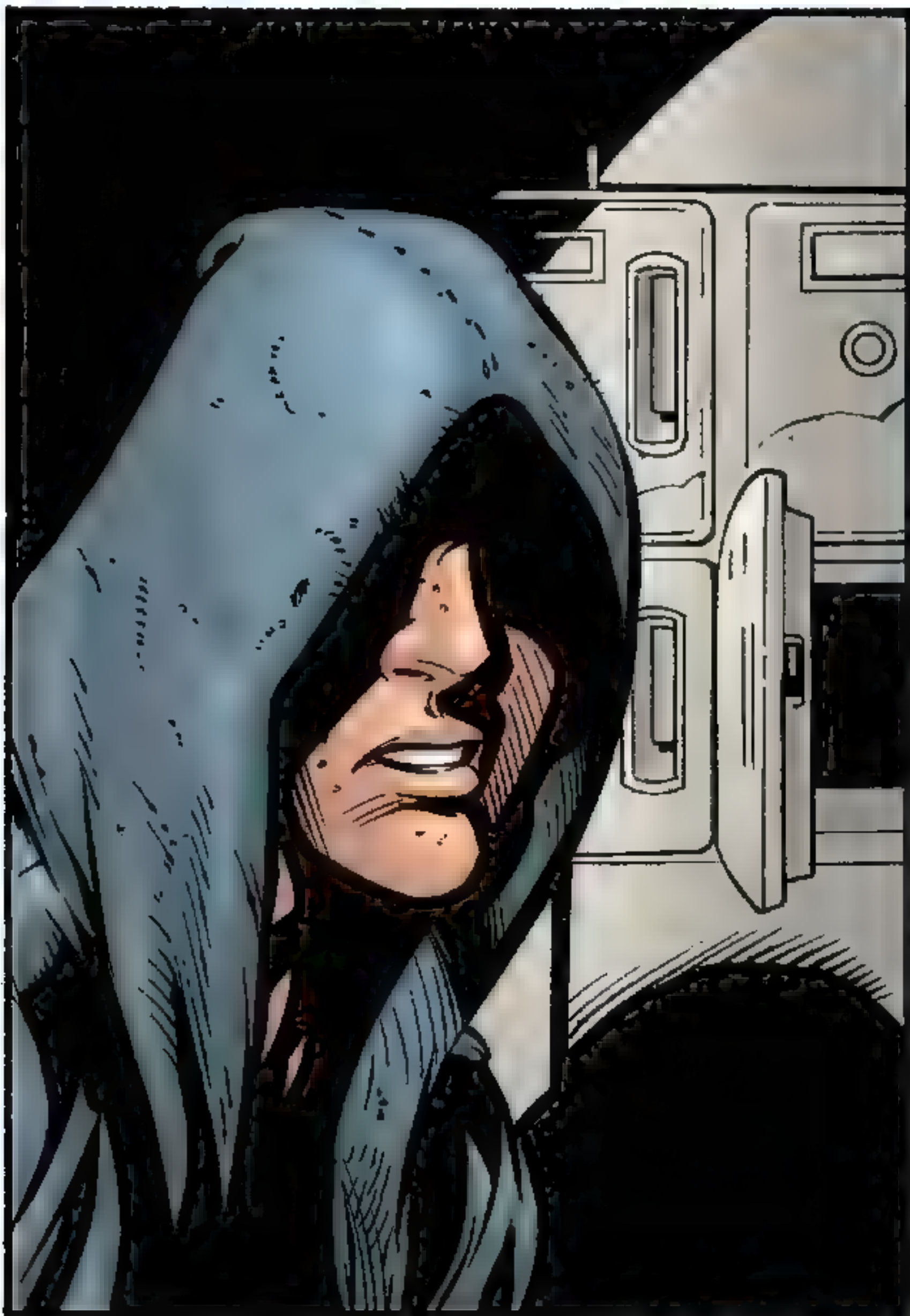
I mean no offense or nothing.

I know he's your buddy.





My name is Doctor Curt Connors... Who might you be?



Are you Peter Parker?



And before you answer, please remember that I hold three Doctorates.

I am not, by any definition, a stupid person.



It was you, wasn't it?

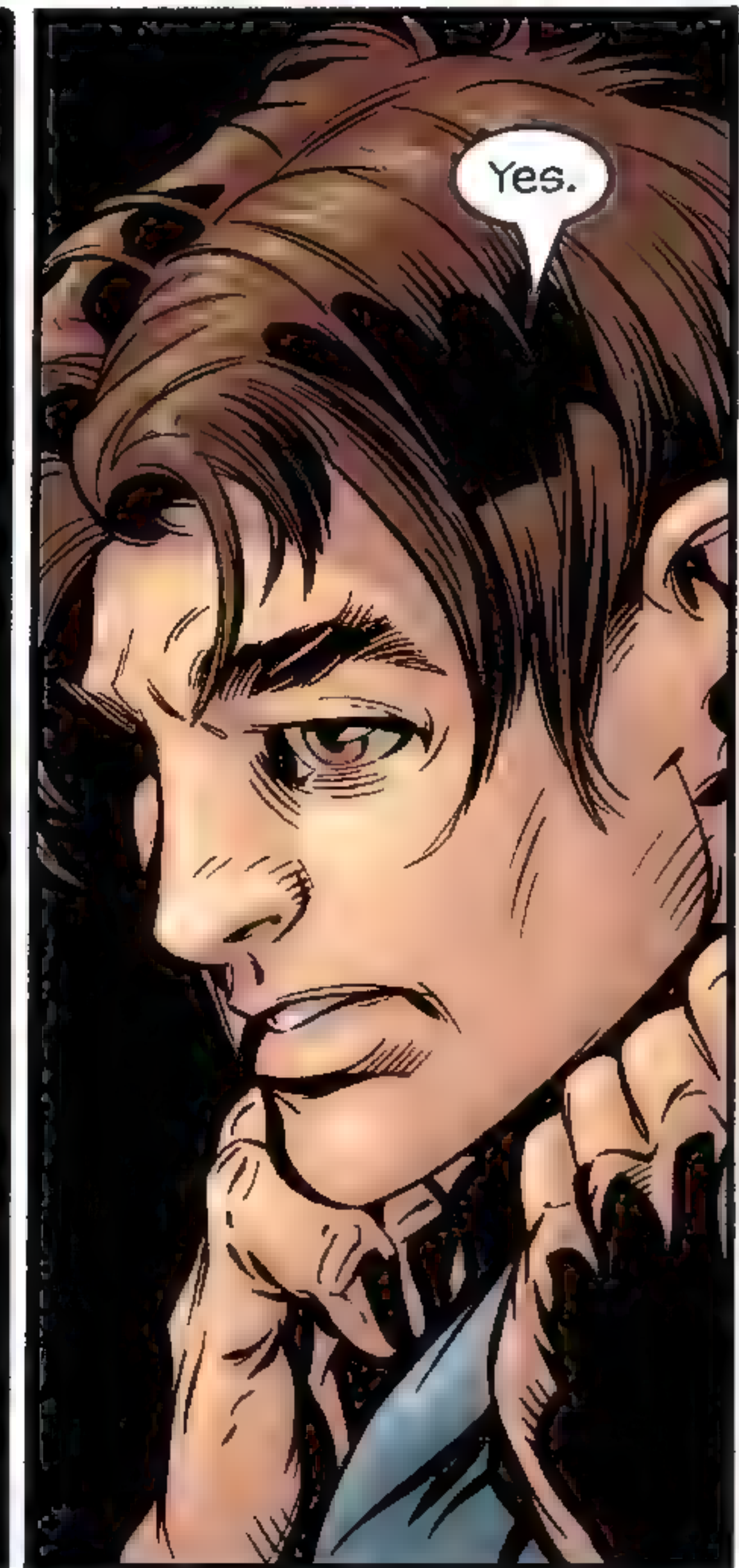
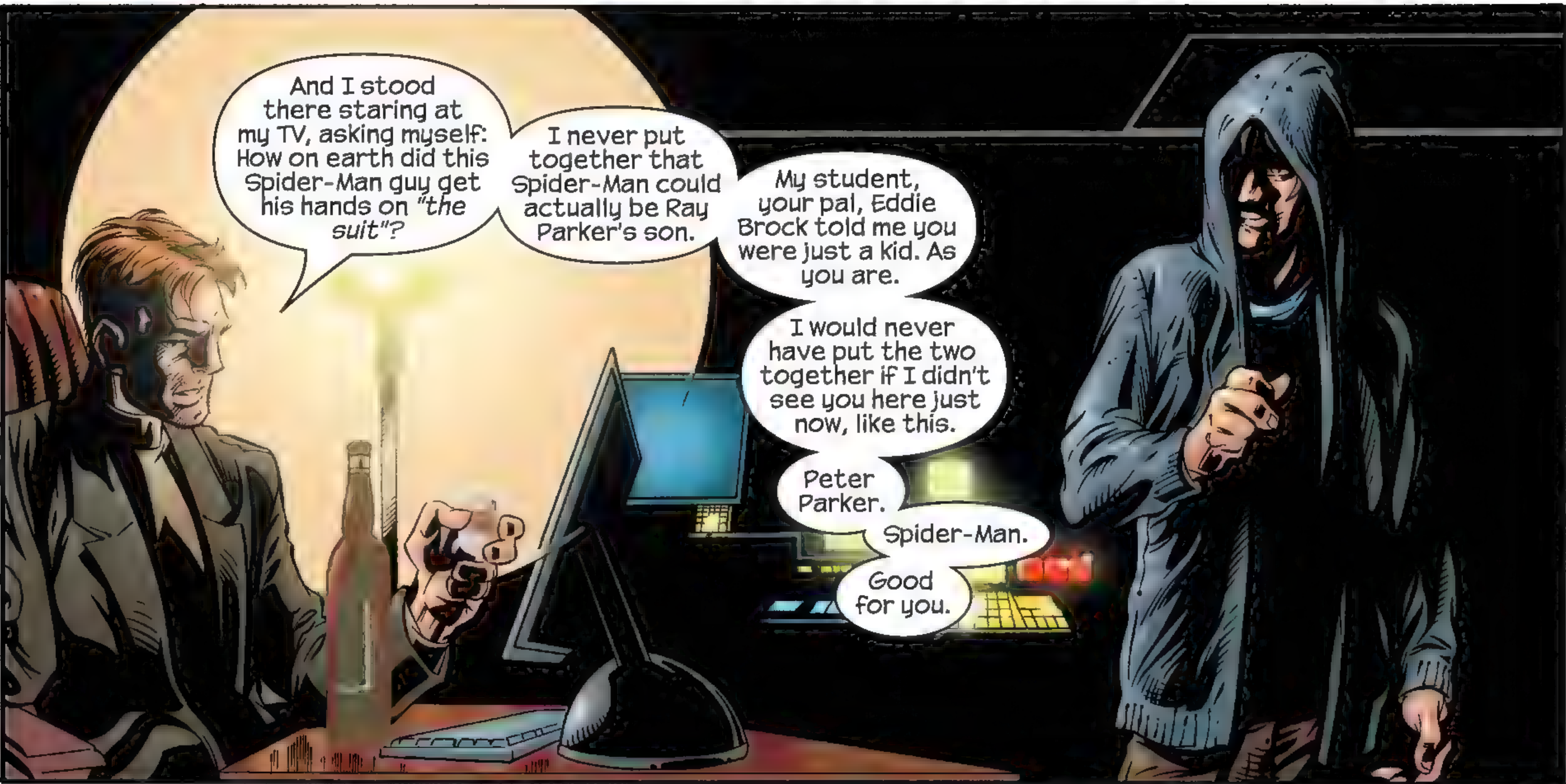
I saw you on TV, wearing the suit your father invented.

The suit in phase two.



Form-fitting, strength-enhancing.

You seemed to really be enjoying yourself.





No.

Not even Eddie?



No, of course not.

I don't--how could I?

Well then...

...consider my lifetime discretion towards you and your secret life a favor eagerly returned.



What's happened here?

Your father's project is gone.

Gone, gone.

And with it *another* year of my life wasted.

I wonder just how many more I can afford.



How?

What happened here?



Honestly, at this point, I think *you* know a lot more about all this than *I* do.

I came here to my lab to check on things and things are no longer here to check on.

Just tell me who took the-- how is it gone?

How is it gone? It's gone.

The suit, the files, the programs. The samples. All gone. Bye-bye.



Oh, my God...



I thought maybe *you* did.

But I guess Eddie Brock and I need to have a talk.



Eddie-- Eddie wore the suit, too.

And now-- now I don't know what has happened to him.

I'm trying to-- I'm trying to make sense of it.

I-I-I don't know if he survived it.

I don't know.



Mr. Parker, I'm hardly what you'd call a religious man, but you have to wonder if it isn't a sign from God.



There's been somewhat of a rash of genetic tampering by people who are trying to be more than they really are.

And *every* time we try to tamper with the miracle, the biological miracle, that is the human machine...



What happens? What happens is we get punished.

I was certainly punished for *my* sins.

Consider it-- Norman Osborn. And that guy with the octopus arms.

Half the *Ultimates* group seem vaguely out of their mind.

Mutantkind is in the middle of an uphill race battle they will *never* win.

Even Captain America had to sit most of the century out.

Your father.

You.



I mean, I don't know you...

...but to *look* at you-- it certainly looks like your life is no tiptoe through the tulips.



We seem dead set on turning ourselves into little monsters, don't we?

Wonder why that is?

It's all the rage. All of a sudden.

And all of us, every one of us, is sooo busy running around, trying to beat each other to the finish line--

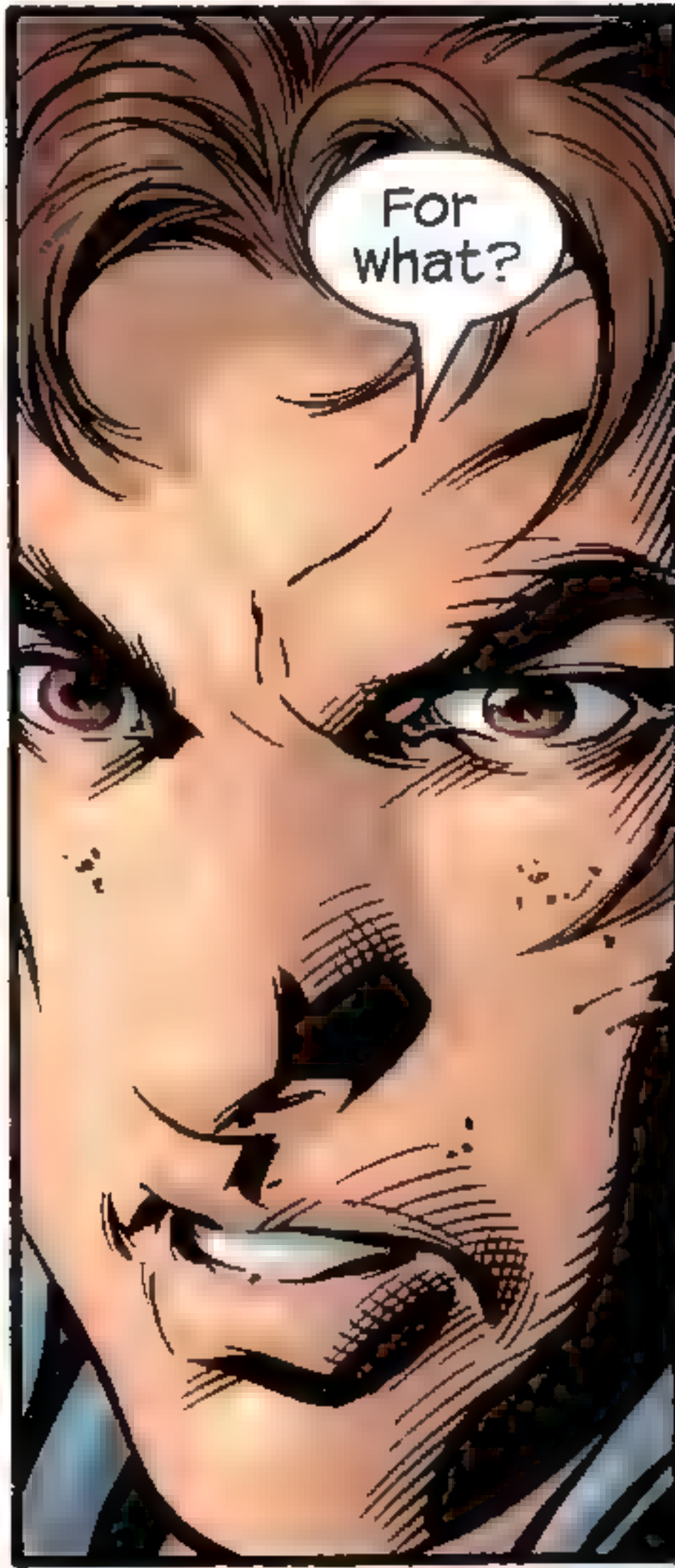
--that no one notices the big sign from God that says:

Stop-messing- with-my-stuff.



Well...

... 'm sorry either way.



For what?

Your father was a genius and an admirable man of science.

But, now, looking at all the end results of his experiments...

...seeing the doors they opened and where we are now...

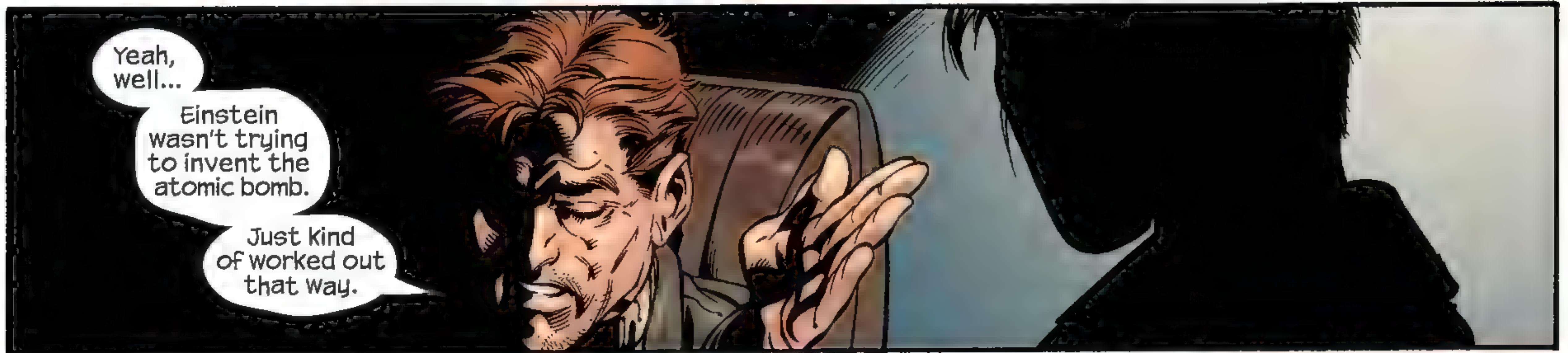
...it looks like he might have been the architect, the pioneer, of this horrible decade of genetic nightmares.

How could you *say* that?!!

My father was trying to cure *cancer*!!

You-- you're the one that purposely turned yourself into--

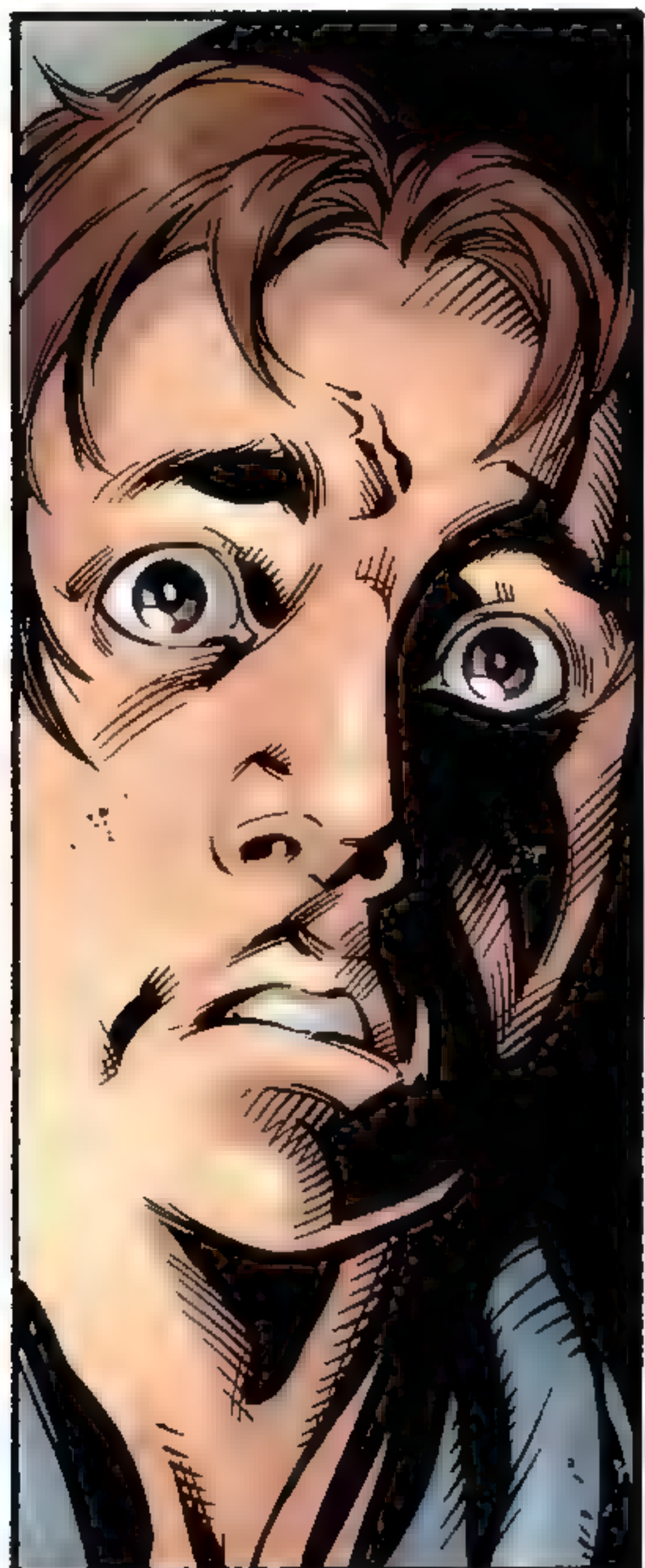
All-- all he wanted to do was to...



Yeah, well...

Einstein wasn't trying to invent the atomic bomb.

Just kind of worked out that way.



Said I was sorry.

You really need to wash that costume.









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